

Celanese CORP
Form 11-K
June 30, 2008

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 11-K

**ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended: December 31, 2007

OR

- TRANSITION REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 001-32410

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**Celanese Americas Retirement Savings Plan
1601 W LBJ Freeway
Dallas, TX 75234**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**Celanese Corporation
1601 W LBJ Freeway
Dallas, TX 75234**

Celanese Americas Retirement Savings Plan

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* Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted because they are not applicable.

Report of Independent Registered Public Accounting Firm

To: Plan Administrator, Investment, and Benefit Committees of Celanese Americas Retirement Savings Plan:

We have audited the accompanying statements of net assets available for benefits of the Celanese Americas Retirement Savings Plan (the Plan) as of December 31, 2007 and 2006 and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2007 and 2006, and the changes in net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule H, line 4i- schedule of assets (held at end of year) as of December 31, 2007 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PMB Helin Donovan, LLP

Austin, Texas
June 27, 2008

Celanese Americas Retirement Savings Plan
Statements of Net Assets Available for Benefits

	As of December 31,	
	2007	2006
	(In thousands)	
Assets		
Investments:		
At fair value (Note 3)	\$ 673,343	\$ 731,214
Loans to participants	9,589	11,575
Total investments	682,932	742,789
Receivables:		
Accrued interest and dividends	1,505	1,422
Total receivables	1,505	1,422
Total assets	684,437	744,211
Liabilities		
Administrative payables	811	766
Net assets available for benefits at fair value	683,626	743,445
Adjustment from fair value to contract value for fully benefit-responsive investment contract (Note 3, 2006-Revised)	4,689	2,680
Net assets available for benefit	\$ 688,315	\$ 746,125

See accompanying notes to financial statements.

Celanese Americas Retirement Savings Plan**Statements of Changes in Net Assets Available for Benefits**

	Years Ended December 31,	
	2007	2006
	(In thousands)	
Investment income:		
Net appreciation of investments (Note 3)	\$ 23,663	\$ 72,275
Interest	11,668	12,111
Dividends	904	704
Other	1,146	34
Total investment income	37,381	85,124
Contributions:		
Company, net of forfeitures	9,490	9,895
Participant	20,249	20,607
Rollovers	634	734
Total contributions	30,373	31,236
Administrative expenses	(2,196)	(2,071)
Withdrawals and distributions	(93,287)	(82,704)
Transfers (to) from other plans	(30,081)	7,019
Net increase (decrease)	(57,810)	38,604
Net assets available for benefits:		
Beginning of year	746,125	707,521
End of year	\$ 688,315	\$ 746,125

See accompanying notes to financial statements.

Celanese Americas Retirement Savings Plan

Notes to Financial Statements

(1) Description of the Plan

The Celanese Americas Retirement Savings Plan (the *Plan*) is a participant directed, defined contribution plan sponsored by Celanese Americas Corporation and Subsidiaries (*Celanese* or the *Company*), a wholly owned subsidiary of Celanese Corporation. The Plan covers certain employees of the Company and its participating affiliates (*Participants*). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (*ERISA*). Participants in the Plan should refer to the Plan document for more complete details of the Plan's provisions.

Effective January 1, 2006, the Plan was amended to allow for participation of Meredosia Union employees. In September 2006, participant account balances of \$7,019,236 were transferred to the Plan from the Celanese Americas Retirement Savings Plan for Meredosia Union Employees. This transfer represents participant assets for employees that were transferred to the Plan as a result of a newly ratified collective bargaining agreement.

During 2007 assets of \$30,080,833 were transferred from the Plan in conjunction with Celanese Corporation's sale of its oxo products and derivatives business and the transfer of impacted employees to OXEA Corporation.

The Company has a trust agreement with State Street Bank & Trust Company (the *Trustee*). The trust agreement establishes a qualified trust for the Plan. The assets of the trust are managed by various investment managers appointed by the Company. The Company's Investment Committee oversees the Plan and has discretionary authority to appoint an agent to direct the purchase and sale of investments in the Plan. The Company appointed the Plan Administrator and Investment Committee as the named fiduciaries of the Plan.

(a) Eligibility

Employees are eligible to participate in the Plan as soon as administratively practicable following their date of hire (taking into account the need to enroll and the timing of the Company's payroll cycles).

(b) Participant Contributions

Participants may contribute from 2% to 80% of their eligible compensation, as defined in the Plan document and subject to certain Internal Revenue Service (*IRS*) limitations, through payroll deductions. Participants may designate contributions as either before-tax, after-tax or a combination of both. Participants' before-tax contributions and Company contributions are deferred compensation pursuant to Section 401(k) of the Internal Revenue Code (*IRC*).

(c) Company Contributions

The Company makes a contribution equal to the amount contributed by each Participant up to 5% of such Participant's eligible compensation for non-union participants, as defined in the Plan document. The Company's contribution for union participants varies, as defined in the Plan document, but does not exceed 5% of the Participant's eligible compensation. Effective January 1, 2006 the plan was amended to increase the matching contribution for the Calvert City union participants to a 100% match of the savings of Calvert City union participants, not to exceed 3% of the participant's eligible compensation.

(d) Vesting

All Participants' contributions and income earned or losses incurred thereon are fully vested at all times. The Company's contributions and income earned or losses incurred thereon are vested either upon the completion of three years of service with the Company, as defined in the Plan document, death, retirement, total and permanent disability, involuntary termination of employment by the Company (other than for cause) or the attainment of age 65. Effective January 1, 2008, Participants will be immediately vested in Company contributions (Note 8).

Celanese Americas Retirement Savings Plan

Notes to Financial Statements (Continued)

(e) Forfeitures

Forfeitures of non-vested Company contributions are used to reduce future employer contributions or to restore prior forfeitures under certain conditions. In 2007 and 2006, Company contributions were reduced by \$252,938 and \$539,203 respectively, from forfeited non-vested accounts. At December 31, 2007 and 2006, forfeitures of \$170,715 and \$188,831, respectively, were available for reducing future employer contributions or to restore prior forfeitures under certain conditions.

(f) Distributions and Withdrawals

A Participant's entire vested account balance shall be payable upon termination of employment, retirement, disability or death. Participants who suffer a financial hardship may withdraw all or part of their vested account balance before tax contributions subject to certain provisions, as described in the Plan document. Distributions and withdrawals under the Plan are made in cash in the form of a lump sum. Payments are made as soon as administratively practicable within the provisions of the Plan. The Plan allows for in-service withdrawals of vested contributions under certain circumstances, as defined in the Plan document.

(g) Participant Accounts

Each Participant's account is credited with the Participant's contributions, the appropriate amount of the Company's contribution and an allocation of the Plan's earnings or losses and the investment management fees in accordance with the allocation provisions contained in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the Participant's vested account balance.

(h) Participant Loans

Participants who are actively working, and have a vested account balance of at least \$2,000, may borrow up to the lesser of 50% of the vested account balance or \$50,000 less the highest outstanding loan balance in the previous 12 months. The minimum loan available is \$1,000 and shall not exceed \$50,000. Loans are generally for periods of up to five years with the exception of the purchase of a primary residence in which case the loan can be for a period up to fifteen years. Loans are repaid in bi-weekly installments and include interest charges. The interest rate on new loans, fixed on the first business day of the month, is based on the Prime Lending Rate (per the Wall Street Journal) plus 1%. The range of interest rates for outstanding Participant loans as of December 31, 2007 was 5% to 10.5% with maturities ranging from 2008 to 2021.

(i) Investments

Plan Participants may direct the investment of their account in 1% increments among any of twelve investment options.

Options

Smart-Mix Fund Conservative

Investment Manager

JP Morgan Asset Management

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Smart-Mix Fund	Moderate	JP Morgan Asset Management
Smart-Mix Fund	Aggressive	JP Morgan Asset Management
Core Bond Fund		Pacific Investment Management Co.
Government Securities Fund		Hoisington Investment Management Co.
S&P 500 Index Fund		Barclay s Global Investor
Large-Cap Value Fund		Alliance Bernstein Investment Management
Large-Cap Growth Fund		Marsico Capital Management
International Stock Fund		Capital Guardian Trust Company
Small-Cap Core Fund		Barclays Global Investors
Stable Value Fund		JP Morgan Asset Management
Celanese Stock Fund		State Street Global Advisors

Celanese Americas Retirement Savings Plan

Notes to Financial Statements (Continued)

A Participant may transfer all or a portion of his or her interest, in 1% increments, from one investment fund to another. Each of the Plan's investment options is managed for the Plan by independent investment managers, who employ a specific set of investment criteria endorsed and monitored by the Company.

Celanese Stock Fund

The Celanese Stock Fund is a stock bonus plan (as defined by U.S. Treasury Regulation §1.401-1 (b)(i)(iii)) with a primary investment in common shares of Celanese Corporation. Participant holdings of Celanese Corporation common shares are limited to twenty percent of the Participants' total account balance under the Plan. There is a 30-day restriction on reentry into the Celanese Stock Fund after a sale of stock. State Street Global Advisors was named as the fiduciary of the Celanese Stock Fund. The Trustee shall vote shares of Celanese Corporation stock in accordance with the instructions of the Participants in whose accounts the shares are held. During 2007, the Trustee purchased 160,995 shares of Celanese Corporation stock for the fund at an average price of \$34.08 per share and sold 149,414 shares of Celanese Corporation stock for the fund at an average price \$36.74 per share. During 2006, the Trustee purchased 341,550 shares of Celanese Corporation stock for the fund at an average price of \$19.92 per share and sold 243,804 shares of Celanese Corporation stock for the fund at an average price \$20.56 per share.

Investment Contracts

The Plan invests in fully benefit-responsive investment contracts held in the Stable Value Fund, which are reported in the Statement of Changes in Net Assets Available for Benefits on a contract value basis. The Statement of Net Assets Available for Benefits presents fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Stable Value Fund permits all Participant initiated transactions as allowed by the Plan to occur at contract value. Events that would limit the Plan's ability to execute transactions at contract value are improbable, except for termination of the Plan by the Sponsor; Sponsor initiated withdrawals may be subject to a market adjustment.

The average yield of the investment contracts was 6.75% and 5.74% for the years ended December 31, 2007 and 2006, respectively. The stabilized interest rate (Crediting Rate) on investment contracts was 5.23% and 5.29% as of December 31, 2007 and 2006, respectively. The Crediting Rates are provided to participants in the fund on a designated pool of investments held by the fund, through contracts generally referred to as a wrapper . The contracts provide assurance that the adjustments to the interest Crediting Rate will not result in a future interest Crediting Rate that is less than zero.

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared in accordance with the accounting principles generally accepted in the United States of America (US GAAP) for all periods presented.

(b) Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value. Investments in the Common/collective trust funds are valued at fair value based upon the quoted market values of the underlying assets, where available. Loans to Participants are valued at cost, which approximates fair value. All purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded when earned. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments sold during the year as well as net appreciation (depreciation) of the investments held at the end of the year.

(c) Risks and Uncertainties

The assets of the Plan consist primarily of investments held at fair value. These investments are subject to market risks and are influenced by such factors as investment objectives, interest rates, stock market performance, economic conditions, and world affairs. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

Celanese Americas Retirement Savings Plan**Notes to Financial Statements (Continued)****(d) Use of Estimates**

The preparation of financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

(e) Payment of Benefits

Benefits are recorded when paid.

(3) Investments

The following table presents the total investments of the Plan segregated by valuation method.

	As of December 31,	
	2007	2006
	(In thousands)	
Quoted market price:		
Interest bearing cash	\$ 9,276	\$ 5,163
US government securities	30,395	31,518
Common stock	44,164	32,674
Registered investment companies	10,352	9,761
	94,187	79,116
Investments at estimated fair value:		
Common/collective trusts	412,328	469,047
Investment contracts	166,828	183,051
Investments at fair value	673,343	731,214
Participant loans	9,589	11,575
Total investments	\$ 682,932	\$ 742,789

Investments representing five percent or more of the Plan's net assets as of December 31 are as follows:

	As of December 31	
	2007	2006
	(In thousands)	
Alliance Collective Investment Trust	154,752	190,003

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BGI Equity Index Fund 1	100,998	112,503
BGI Russell 2000 Alpha Tilts Fund	45,618	58,449
CG International non-US Equity Fund	43,765	39,281
Bank of America, contract no. 02 011	57,175	61,916
Caisse Depots et Consignations, contract no. 1837 01	57,167	61,899
State Street Bank, contract no. 102063	57,175	61,916

Celanese Americas Retirement Savings Plan**Notes to Financial Statements (Continued)*****Investment Contracts***

2007	Investments at Fair Value	Wrapper Contracts at Fair Value (In thousands)	Adjustment to Contract Value
Cash	\$	\$	\$
US government securities	307		
Interest-bearing cash	360		
JP Morgan Intermediate Bond Fund Wrapper	166,161		4,689
	\$ 166,828	\$	\$ 4,689

2006	Investments at Fair Value	Wrapper Contracts at Fair Value (In thousands)	Adjustment to Contract Value
Cash	\$ 19	\$	\$
US government securities	199		
Interest-bearing cash	673		
JP Morgan Intermediate Bond Fund Wrapper (revised)	182,160		2,680
	\$ 183,051	\$	\$ 2,680

The fair value of the wrapper is determined by calculating the present value of excess future wrapper fees. When the replacement cost of the wrapper contracts (a re-pricing provided annually by each issuer) is greater than the current wrapper fee, the difference is converted into the implied additional fee payment cash flows for the duration of the holding. The present value of that cash flow stream is calculated using a swap curve yield that is based on the duration of the holding, and adjusted for the holding's credit quality rating. As the replacement costs of the wrapper contracts do not exceed the actual costs, the fair value of the wrapper was valued at zero for the years ended December 31, 2007 and 2006.

In the 2006 audited financial statements, Celanese disclosed the fair value of the wrapper contracts to be \$3,495,000 and the adjustment from fair value to contract value for fully benefit-responsive investments contracts to be

\$(815,000). Such presentation has been revised in the current financial statements to reflect the fair value of the wrapper at December 31, 2006 to be zero and the adjustment from fair value to contract value for fully benefit-responsive investments contracts to be \$2,680,000. With the revised presentation of the fair value of the wrapper, there is no change in Net Assets Available for Benefits.

Celanese Americas Retirement Savings Plan**Notes to Financial Statements (Continued)**

During 2007 and 2006, the Plan's investments (including investments bought and sold and held during the year) appreciated (depreciated) in value as follows:

	For the Years Ended December 31	
	2007	2006
	(In thousands)	
Quoted market price:		
US government securities	\$ 1,490	\$ (1,552)
Common stock	3,231	1,288
Celanese corporation common stock	5,198	2,014
Registered investment companies	261	(111)
	10,180	1,639
Investments at estimated fair value:		
Common/collective trusts	13,483	70,636
	\$ 23,663	\$ 72,275

(4) Plan Termination

Although the Company has not expressed any intent to terminate the Plan, it may do so at any time, subject to the provisions of ERISA. Upon termination of the Plan, any Participant who is then an employee of the Company would become 100% vested in all Company contributions.

(5) Federal Income Taxes

The IRS has determined and informed the Company by a letter dated April 19, 2004, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

(6) Administrative Expenses

Administrative expenses (principally record keeping costs and legal fees) are accrued and charged against the respective funds of the Plan. Investment management fees, taxes, brokerage commissions, and related fees are paid from the respective funds from which they are levied, assessed, or incurred. Certain administrative expenses of the Plan are paid by the Company. Expenses not paid by the Company are paid by the Plan.

(7) Parties-in-Interest

Certain Plan investments are shares of common/collective trusts managed by JPMorgan/American Century or State Street Bank & Trust Company. In addition, certain Plan investments are in interest bearing cash accounts managed by Morgan Guaranty Trust Company of New York. JPMorgan Retirement Plan Services is the record keeper and State Street Bank & Trust Company is the Trustee, as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. These transactions are covered by an exemption from the prohibited transaction provisions of ERISA and the IRC. The Plan also invests in the common stock of the Plan Sponsor as well as makes loans to Plan participants, both of which qualify as parties-in-interest to the Plan and are exempt from prohibited transaction rules.

(8) Plan Amendment

During December 2007, the Plan was amended, effective January 1, 2008, to add an automatic enrollment feature and an automatic deferral increase feature. Additionally, the amendment modifies the Plan's vesting

Celanese Americas Retirement Savings Plan**Notes to Financial Statements (Continued)**

rules and clarifies the default investment provisions. The vesting rules are modified such that Participants are immediately vested in Company contributions.

(9) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2007 to Form 5500.

	2007 (In thousands)
Net assets available for benefits per the financial statements	\$ 688,315
Add: Administrative payables	319
Net assets available for benefits per the Form 5500	\$ 688,634

The following is a reconciliation of administrative expenses per the financial statements for the year ended December 31, 2007, to Form 5500

	2007 (In thousands)
Administrative expenses per the financial statements	\$ 2,196
Less: Administrative expenses	319
Administrative expenses per the Form 5500	\$ 1,877

Net assets available for benefits and administrative expenses per the financial statements include \$319,000 to accrue for administrative expenses incurred during the year ended December 31, 2007 and paid in 2008.

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
 CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
 December 31, 2007

**COMPOSITE
 SCHEDULE H, LINE 4I SCHEDULE OF ASSETS
 (HELD AT END OF YEAR)**

(B) Identity of Issuer	(C) Description of Investment Shares/Par	Rate	Mat Date (D) Cost
BEARING CASH			
	BGI MONEY MARKET FD FOR EBT	CASH HELD AT ALEX BROWN	
		11.000	11.00
5499B995		6.000	6.00
5499B995		5.000	5.00
	BZW PRINCIPAL CASH		
		1.140	1.14
2399A986		0.280	0.28
2399A986		0.860	0.86
	MORGAN GUARANTY TRUST CO OF NY	LIQUIDITY FUND	
		3,764,386.69	3,764,386.69
1699B004		410,785.35	410,785.35
1699B004		177,841.89	177,841.89
1699B004		103,336.56	103,336.56
1699B004		3,072,422.89	3,072,422.89
	MORGAN GUARANTY TRUST CO OF NY	LIQUIDITY FUND	
		866,892.75	866,892.75
1699B004		866,892.75	866,892.75
	MORGAN GUARANTY TRUST CO OF NY	LIQUIDITY FUND	
		189,002.12	189,002.12
1699B004		189,002.12	189,002.12
	* STATE STREET BANK & TRUST CO	SHORT TERM INVESTMENT FUND	
		1.000	12/31/2030
		4,455,608.19	4,455,608.19
574809S8		1,514,024.11	1,514,024.11
574809S8		1,319.28	1,319.28
574809S8		2,828,795.04	2,828,795.04
574809S8		111,469.76	111,469.76
		9,275,901.89	9,275,901.89

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
 CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
 December 31, 2007

**COMPOSITE
 SCHEDULE H, LINE 4I SCHEDULE OF ASSETS
 (HELD AT END OF YEAR)**

(A)	(B) Identity of Issuer	(C) Description of Investment Shares/Par	Rate	Mat Date (D) Cost	(E) Current Value
GOVERNMENT SECURITIES					
		UNITED STATES TREAS BDS BD 28/11/15 5.250	5.250	11/15/2008	
		3,000,000.00		3,047,219.89	3,300,702
MA	912810FFO	3,000,000.00		3,047,219.89	3,300,702
		UNITED STATES TREAS BDS 5 1/4 02/15/29	5.250	02/15/2029	
		16,875,000.00		17,052,446.12	18,563,816
MA	912810FG8	16,875,000.00		17,052,446.12	18,563,816
		UNITED STATES TREAS BDS	5.375	02/15/2031	
		140,000.00		148,842.97	157,729
MA	912810FP8	140,000.00		148,842.97	157,729
		UNITED STATES TREAS BDS 4 3/4 02/15/37	4.750	02/15/2037	
		8,000,000.00		7,961,477.98	8,372,496
MA	912810PT9	8,000,000.00		7,961,477.98	8,372,496
		28,015,000.00		28,209,986.96	30,394,743

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
(Plan # 001)
CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
December 31, 2007

**COMPOSITE
SCHEDULE H, LINE 4I SCHEDULE OF ASSETS
(HELD AT END OF YEAR)**

(A) Fund	(B) Identity of Issuer	(C) Description of Investment Shares/Par	Rate	Mat Date (D) Cost	(E) Current Value
CORPORATE STOCKS					
		COMMON TRANSOCEAN INC	SHS NEW		
			8,420.000	1,147,400.18	1,205,323.00
05MV	G90073100		8,420.000	1,147,400.18	1,205,323.00
		AT+ T INC	COM		
			17,888.000	728,709.43	743,425.28
05MV	00206R102		17,888.000	728,709.43	743,425.28
		AIR PRODS + CHEMS INC	COM		
			3,000.000	271,491.92	295,890.00
05MV	009158106		3,000.000	271,491.92	295,890.00
		AMERICA MOVIL SAB DE CV	SPONS ADR REPSTG SER L SHS		
			10,421.000	336,649.70	639,745.19
05MV	02364W105		10,421.000	336,649.70	639,745.19
		AMYLIN PHARMACEUTICALS INC			
			8,816.000	331,438.39	326,192.00
05MV	032346108		8,816.000	331,438.39	326,192.00
		APPLE INC	COM NPV		
			6,888.000	951,571.53	1,364,375.04
05MV	037833100		6,888.000	951,571.53	1,364,375.04
		BOEING CO	COM		
			2,907.000	260,763.24	254,246.22
05MV	097023105		2,907.000	260,763.24	254,246.22
		CVS CAREMARK CORP	COM		
			17,110.000	671,462.28	680,122.50
05MV	126650100		17,110.000	671,462.28	680,122.50
		CAMERON INTL CORP	COM		
			4,008.000	132,417.47	192,905.04
05MV	13342B105		4,008.000	132,417.47	192,905.04

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			297,882.000	7,650,897.48	12,606,366.24
05MW	150870103		297,882.000	7,650,897.48	12,606,366.24
		CHINA MOBILE LTD			
			1,000.000	46,144.10	86,870.00
05MV	16941M109	SPONSORED ADR	1,000.000	46,144.10	86,870.00

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
 (Plan # 001)
 CELANESE AMERICAS CORPORATION EIN:22-1862783 05MK
 December 31, 2007

**COMPOSITE
 SCHEDULE H, LINE 4I SCHEDULE OF ASSETS
 (HELD AT END OF YEAR)**

(A) Fund	(B) Identity of Issuer	(C) Description of Investment Shares/Par	Rate	Mat Date (D) Cost	(E) Current Value
		CISCO SYS INC	COM		
05MV	17275R102		4,117.000	94,132.36	111,447.19
			4,117.000	94,132.36	111,447.19
		COCA COLA CO	COM		
05MV	191216100		4,904.000	301,677.82	300,958.48
			4,904.000	301,677.82	300,958.48
		FEDEX CORP	COM		
05MV	31428X106		1,452.000	120,100.07	129,474.84
			1,452.000	120,100.07	129,474.84
		GENENTECH INC	COM		
05MV	368710406		17,988.000	1,070,786.40	1,206,455.16
			17,988.000	1,070,786.40	1,206,455.16
		GENERAL DYNAMICS CORP	COM		
05MV	369550108		9,570.000	519,266.34	851,634.30
			9,570.000	519,266.34	851,634.30
		GOLDMAN SACHS GROUP INC	COM		
05MV	38141G104		5,910.000	990,428.09	1,270,945.50
			5,910.000	990,428.09	1,270,945.50
		GOOGLE INC	CL A		
05MV	38259P508		1,948.000	1,169,415.11	1,347,003.04
			1,948.000	1,169,415.11	1,347,003.04
		HEINEKEN N.V.	ADR		
05MV	423012202		9,540.000	221,287.36	304,803.00
			9,540.000	221,287.36	304,803.00
		HESS CORP	COM		
05MV	42809H107		10,003.000	1,029,606.46	1,008,902.58
			10,003.000	1,029,606.46	1,008,902.58
		HEWLETT PACKARD CO	COM		
			7,152.000	344,868.35	361,032.96

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05MV	428236103	INTEL CORP	COM	7,152.000	344,868.35	361,032.96
				25,456.000	558,166.10	678,656.96
05MV	458140100	LAS VEGAS SANDS CORP	COM	25,456.000	558,166.10	678,656.96
				7,831.000	464,921.65	806,984.55
05MV	517834107			7,831.000	464,921.65	806,984.55

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**COMPOSITE
SCHEDULE H, LINE 4I SCHEDULE OF ASSETS
(HELD AT END OF YEAR)**

(A) Fund	(B) Identity of Issuer	(C) Description of Investment Shares/Par	Rate	Mat Date (D) Cost	(E) Current Value
		LEHMAN BROTHERS HLDGS INC	COM		
05MV	524908100		11,967.00	690,712.37	783,120.48
			11,967.00	690,712.37	783,120.48
		LOCKHEED MARTIN CORP	COM		
05MV	539830109		10,835.000	921,788.18	1,140,492.10
			10,835.000	921,788.18	1,140,492.10
		LOWES COS INC	USDO.50		
05MV	548661107		20,937.000	614,889.51	473,594.94
			20,937.000	614,889.51	473,594.94
		MGM MIRAGEINC	COM		
05MV	552953101		7,105.000	269,163.99	596,962.10
			7,105.000	269,163.99	596,962.10
		MASTERCARD INC	CL A		
05MV	57636Q104		4,421.000	455,261.58	951,399.20
			4,421.000	455,261.58	951,399.20
		MCDONALDS CORP	COM		
05MV	580135101		28,887.000	1,570,992.91	1,701,733.17
			28,887.000	1,570,992.91	1,701,733.17
		MERCK + CO INC	COM		
05MV	589331107		23,441.000	1,358,164.67	1,362,156.51
			23,441.000	1,358,164.67	1,362,156.51
		MERRILL LYNCH + CO INC	COM		
05MV	590188108		2,365.000	136,726.78	126,953.20
			2,365.000	136,726.78	126,953.20
		MICROSOFT CORP	COM		
05MV	594918104		33,532.000	1,206,544.00	1,193,739.20
			33,532.000	1,206,544.00	1,193,739.20
		MONSANTO CO NEW	COM		
05MV	61166W101		9,236.000	416,237.35	1,031,568.84
			9,236.000	416,237.35	1,031,568.84
		NORDSTROM INC	COM		
05MV	655664100		4,056.000	155,405.64	148,976.88
			4,056.000	155,405.64	148,976.88

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		PETROLEO BRASILEIRO SA	SPONSORED ADR		
			9,023.000	884,841.74	1,039,810.52
05MV	71654V408		9,023.000	884,841.74	1,039,810.52

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 (HELD AT END OF YEAR)**

(A) Fund	(B) Identity of Issuer	(C) Description of Investment Shares/Par	Rate	Mat Date (D) Cost	(E) Current Value
		PRAXAIR INC	COM		
05MV	74005P104		8,238.000	501,087.14	730,792.98
			8,238.000	501,087.14	730,792.98
		QUALCOMM INC	COM		
05MV	747525103		5,238.000	216,269.68	206,115.30
			5,238.000	216,269.68	206,115.30
		SCHERING PLOUGH CORP	COM		
05MV	806605101		18,531.000	514,187.23	493,665.84
			18,531.000	514,187.23	493,665.84
		SCHLUMBERGER LTD	COM		
05MV	806857108		10,080.000	715,545.44	991,569.60
			10,080.000	715,545.44	991,569.60
		TESCO PLC	SPONSORED ADR		
05MV	881575302		8,567.000	247,728.71	239,876.00
			8,567.000	247,728.71	239,876.00
		TOYOTA MTR CO	ADR 2 COM		
05MV	892331307		5,122.000	524,845.41	543,802.74
			5,122.000	524,845.41	543,802.74
		UNION PAC CORP	COM		
05MV	907818108		6,707.000	608,776.48	842,533.34
			6,707.000	608,776.48	842,533.34
		UNITEDHEALTH GROUP INC	COM		
05MV	91324P102		23,385.0000	752,526.21	1,361,007.00
			23,385.0000	752,526.21	1,361,007.00
		WELLS FARGO + CO NEW	COM		
05MV	949746101		5,507.000	188,580.63	166,256.33
			5,507.000	188,580.63	166,256.33
		WYNN RESORTS LTD	COM		
05MV	983134107		3,995.000	260,804.69	447,959.35
			3,995.000	260,804.69	447,959.35
		YUM BRANDS INC	COM		

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05MV	988498101	21,332.000	522,500.58	816,375.64
		21,332.000	522,500.58	816,375.64
		766,718.000	33,147,182.75	44,164,220.33

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(A) Fund	(B) Identity of Issuer	(C) Description of Investment Shares/Par	Rate	Mat Date (D) Cost	(E) Current Value
		LOANS TO PARTICIPANTS			
		OTHER LOANS TO PARTICIPANTS			
				9,588,989.98	9,588,989.98
05ME	53999S985			9,588,989.98	9,588,989.98
				9,588,989.98	9,588,989.98

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
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**COMPOSITE
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(A) Fund	(B) Identity of Issuer	(C) Description of Investment Shares/Par	Rate	Mat Date (D) Cost	(E) Current Value
COMMON/ COLLECTIVE TRUSTS					
		ALLIANCE COLLECTIVE INVT TR	BERNSTEIN STRATEGIC VALUE COL		
			9,493,956.287	86,443,340.90	154,751,487.45
05MB	018564823		9,493,956.287	86,443,340.90	154,751,487.45
		* JPMCB SPECIAL SITUATION	PROPERTY FUND		
			349.694	314,951.64	610,822.75
05ML	03499B925		49.453	45,258.28	86,379.79
05MN	03499B925		300.241	269,693.36	524,442.96
		BGI EQUITY INDEX FUND I			
			2,196,553.993	69,125,525.05	100,997,552.60
05MP	05799K984		2,196,553.993	69,125,525.05	100,997,552.60
		BGI RUSSEL 2000 ALPHA	TILTS CL F		
			2,876,302.644	38,056,791.48	45,618,159.93
05MU	05999K966		2,876,302.644	38,056,791.48	45,618,159.93

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CG INTL NON US
EQUITY

		1,131,161.500	34,935,604.21	43,764,638.44
05MH	12599Q971	1,131,161.500	34,935,604.21	43,764,638.44

INTREPID AMERICA COMMINGLED PENSION TR

		9719929		
		357,478.917	6,809,337.54	7,020,885.93
05MD	46299E961	45,196.890	862,079.51	887,666.92
05ML	46299E961	97,861.920	1,854,528.07	1,922,008.11
05MN	46299E961	214,420.107	4,092,729.96	4,211,210.90

* JPMCB STRATEGIC
PROPERTY FND

		1,412.767	1,518,083.76	2,607,840.73
05MD	46599C921	424.264	394,970.74	783,153.16
05ML	46599C921	408.065	450,951.88	753,251.26
05MN	46599C921	580.438	672,161.14	1,071,436.31

* JPMCB EAFE REI
FUND

		21,521.026	338,565.57	437,307.27
05MD	46799F989	21,521.026	338,565.57	437,307.27

* JPMBC EMERGING
MARKETS EQUITY REF 29803779

		25,656.610	435,586.78	1,034,217.94
05ML	46799G953	10,487.691	144,126.26	422,758.82
05MN	46799G953	15,168.919	291,460.52	611,459.12

* JPMBC US ACTIVE
FIXED CORE FD REF 29803773

		342,868.218	9,109,649.16	9,915,748.87
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05MD 46799G961

172,803.196

4,458,477.57

4,997,468.43

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(A) Fund	(B) Identity of Issuer	(C) Description of Investment Shares/Par	Rate	Mat Date (D) Cost	(E) Current Value
05ML	46799G961		112,908.955	3,064,813.26	3,265,326.98
05MN	46799G961		57,156.067	1,586,358.33	1,652,953.46
		* JPMCB US QDV SMALL CAP CORE EQ 97199691			
			60,632.658	1,127,290.80	1,052,582.94
05MD	46799S981		14,434.818	275,116.87	250,588.44
05ML	46799S981		9,850.961	183,818.93	171,012.68
05MN	46799S981		36,346.879	668,355.00	630,981.82
		* JPMCB US SMARTINDEX FUND			
			343,724.668	9,636,977.20	10,019,574.07
05MD	467997987		133,006.853	3,736,256.66	3,877,149.76
05ML	467997987		109,128.720	3,072,082.27	3,181,102.19
05MN	467997987		101,589.095	2,828,638.27	2,961,322.12
		* JPMBC EAFE EQUITY OPP FD REF 29803782			
			182,829.033	2,550,096.22	4,349,502.70
05MD	467999926		22,345.767	284,231.68	531,605.80
05ML	467999926		46,971.522	630,532.83	1,117,452.51
05MN	467999926		113,511.744	1,635,331.71	2,700,444.39
		* JPMBC US REAL ESTATE SECS FD REF 29803783			
			46,862.380	1,166,657.38	1,643,463.67
05ML	467999934		14,530.763	336,077.63	509,593.86
05MN	467999934		32,331.617	830,579.75	1,133,869.81
		* JPMBC EAFE PLUS FUND REF 29803781			
			163,874.061	2,777,937.16	3,654,391.56
05ML	467999942		45,242.805	797,703.86	1,008,914.55

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05MN	467999942		118,631.256	1,980,233.30	2,645,477.01
		* JPMCB US ACTIVE CORE PLUS			
			377,145.851	5,515,453.00	6,173,877.58
05ML	46899C951		116,511.944	1,705,666.97	1,907,300.52
05MN	46899C951		260,633.907	3,809,786.03	4,266,577.06
		* JPMCB CORE BOND FUND REF 97199695			
			891,864.637	9,479,186.45	10,051,314.46
05MD	46899E981		450,877.778	4,766,435.50	5,081,392.46
05ML	46899E981		286,133.299	3,044,463.39	3,224,722.28
05MN	46899E981		154,853.560	1,668,287.56	1,745,199.62
		* JPMBC US STRATEGIC SML CO EQ REF 29803776			
			153,823.799	3,413,862.49	5,140,791.37
05MD	47299X926		20,692.107	328,867.30	691,530.22
05ML	47299X926		55,210.248	1,262,953.89	1,845,126.49
05MN	47299X926		77,921.444	1,822,041.30	2,604,134.66

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**COMPOSITE
 SCHEDULE H, LINE 4I SCHEDULE OF ASSETS
 (HELD AT END OF YEAR)**

(A) Fund	(B) Identity of Issuer	(C) Description of Investment Shares/Par	Rate	Mat Date (D) Cost	(E) Current Value
		* JPMBC CORP HIGH YIELD FD			
		REF 29803775			
			62,752.990	939,799.02	1,290,829.01
O5ML	47299X934		28,180.731	413,739.51	579,677.64
O5MN	47299X934		34,572.259	526,059.51	711,151.37
		* JPMBC EMERGING MKTS FIX INC FD			
		REF 29803773			
			42,334.460	883,345.05	1,594,739.11
O5ML	47299X942		17,006.142	343,473.61	640,621.37
O5MN	47299X942		25,328.318	539,871.44	954,117.74
		* JPMBC EMG MKTS FOCUSED FUND			
		REF 29803785			
			11,257.906	150,608.29	597,457.07
O5MN	47299X967		11,257.906	150,608.29	597,457.07
			18,784,364.099	284,728,649.15	412,327,185.45

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
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**COMPOSITE
 SCHEDULE H, LINE 4I SCHEDULE OF ASSETS
 (HELD AT END OF YEAR)**

(A) Fund	(B) Identity of Issuer	(C) Description of Investment Shares/Par	Rate	Mat Date (D) Cost	(E) Current Value
REGISTERED INVESTMENT COMPANY					
		PIMCO TOTAL RETURN FD	INSTL CL		
05MG	693390700		968,421.267	10,121,569.65	10,352,423.34
			968,421.267	10,121,569.65	10,352,423.34
			968,421.267	10,121,569.65	10,352,423.34

CELANESE AMERICAS RETIREMENT SAVINGS PLAN
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 December 31, 2007

**COMPOSITE
 SCHEDULE H, LINE 4I SCHEDULE OF ASSETS
 (HELD AT END OF YEAR)**

A) Fund	(B) Identity of Issuer	(C) Description of Investment Shares/Par	Rate	Mat Date (D) Cost	(E) Current Value
		INSURANCE CO. GENERAL ACCOUNT			
		BANK OF AMERICA			
		CONTRACT NO. 02 011	5.000	12/31/2055	
		57,174,888.39		57,174,888.39	57,174,888.39
05MO	05999T9U4	57,174,888.39		57,174,888.39	57,174,888.39
		CAISSE DEPOTS ET CONSIGNATIONS			
		CONTRACT 1837 01	5.000	12/31/2055	
		57,167,052.34		57,167,052.34	57,167,052.34
05MO	1289969F4	57,167,052.34		57,167,052.34	57,167,052.34
		* STATE STREET BANK			
		CONTRACT 102063	5.000	12/31/2055	
		57,174,888.65		57,174,888.65	57,174,888.65
05MO	8579939G6	57,174,888.65		57,174,888.65	57,174,888.65
		171,516,829.38		171,516,829.38	171,516,829.38

* Party-in-interest

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Celanese Americas Retirement Savings Plan

By: /s/ Miguel Desdin

Miguel Desdin
*Vice President and Controller of
Celanese Corporation
(Principal Accounting Officer)
Vice President of Celanese Americas Corporation*

Date: June 27, 2008