

Celanese CORP
Form 3
March 13, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â ODwyer John		(Month/Day/Year)	Celanese CORP [CE]	
(Last)	(First)	(Middle)	03/03/2008	
C/O CELANESE CORPORATION,Â 1601 W. LBJ FREEWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				(Check all applicable)
DALLAS,Â TXÂ 75234			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			EVP Supply Management	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Series A Common Stock	63,431	D	Â
Series A Common Stock	6,761	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right to buy)	Â (1)	01/21/2015	Series A Common Stock	105,353	\$ 16	D	Â
Employee Stock Option (right to buy)	Â (2)	01/21/2015	Series A Common Stock	184,632	\$ 16	D	Â
Phantom Stock	Â (3)	Â (3)	Series A Common Stock	13,159.44	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODwyer John C/O CELANESE CORPORATION 1601 W. LBJ FREEWAY DALLAS, TX 75234	Â	Â	Â EVP Supply Management	Â

Signatures

/s/ Robert L. Villasenor, Attorney -In-Fact for John A. O'Dwyer 03/13/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vested with respect to 15% of the Option Shares on January 21, 2005; with respect to 20% on each of December 31, 2005, December 31, 2006 and December 31, 2007; and subject to continued employment, will continue to vest with respect to 20% on December 31, 2008, and with respect to the remaining 5% on March 31, 2009.
- (2) Granted pursuant to the Company's 2004 Stock Incentive Plan. The options vested with respect to 15% of the Option Shares on January 21, 2005; with respect to 30% on each of December 31, 2005 and December 2006; with respect to 15% of such Option Shares on December 31, 2007 and subject to continued employment and the achievement of certain performance targets 10% will vest on December 31, 2008.
- (3) Granted pursuant to the Company's Revised Deferred Compensation Plan (as amended on April 2, 2007), each share of Phantom Stock represents the right to receive the cash value of one share of Series A Common Stock.
- (4) Subject to continued employment, the shares of Phantom Stock shall become fully vested and will be payable in cash on December 31, 2010.

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Remarks:
 ExhibitÂ List:Â ExhibitÂ 24.1Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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