

Celanese Corp  
Form 4  
February 05, 2016

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nivica Gjon N Jr

(Last) (First) (Middle)

C/O CELANESE  
CORPORATION, 222 W. LAS  
COLINAS BLVD., SUITE 900N

(Street)

IRVING, TX 75039-5421

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Celanese Corp [CE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/03/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

SVP and General Counsel

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Series A Common Stock	02/03/2016		A	(A) or (D) Amount 28,842 (1)	\$ 0	76,761	D
Series A Common Stock	02/03/2016		F	(A) or (D) Amount 6,050 (2)	\$ 61.73	70,711	D
Series A Common Stock	02/03/2016		A	(A) or (D) Amount 7,112 (3)	\$ 0	77,823	D

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Nivica Gjon N Jr  
C/O CELANESE CORPORATION  
222 W. LAS COLINAS BLVD., SUITE 900N  
IRVING, TX 75039-5421

SVP and General Counsel

## Signatures

/s/Jacqueline R. Hall, Attorney-in-Fact for Gjon N.  
Nivica Jr.

02/05/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

- Represents performance-based restricted stock units ("PRSUs") granted to the reporting person on February 6, 2014 under the Company's
- (1) 2009 Global Incentive Plan, as amended (the "Plan"), of which 14,420 have vested and been settled. The remaining 14,422 PRSUs will vest in full on January 1, 2017.
  - (2) Shares withheld for the payment of taxes on the vesting and settlement of PRSUs.
  - (3) Time-based restricted stock units ("RSUs") granted pursuant to the Plan. Each RSU represents the right to receive one share of Series A Common Stock. The RSUs will vest in full on February 15, 2019.

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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