

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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sutton Scott McDougald

(Last) (First) (Middle)

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

(Street)

IRVING, TX 75039

(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)  
EVP & Pres, Materials Solution

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 Indirect Beneficial Ownership (Instr. 4)
Series A Common Stock	02/03/2016		A	(A) or (D) Amount 17,304 (1)	\$ 0	36,895.31	D
Series A Common Stock	02/03/2016		F	(A) or (D) Amount 3,602 (2)	\$ 61.73	33,293.31	D
Series A Common Stock	02/03/2016		A	(A) or (D) Amount 10,668 (3)	\$ 0	43,961.31	D
Series A	02/04/2016		F	(A) or (D) Amount 1,567	\$ 61.5	42,394.31	D

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Common  
Stock

(4)

Series A  
Common  
Stock

5.41

I

By 401(k)  
Plan

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Nu
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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

Sutton Scott McDougald  
C/O CELANESE CORPORATION  
222 W LAS COLINAS BLVD, SUITE 900N  
IRVING, TX 75039

EVP & Pres, Materials Solution

## Signatures

/s/ Jacqueline R. Hall, attorney-in-fact for Scott McDougald  
Sutton

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).

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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 8,652 have vested and been settled. The remaining 8,652 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.
- (4) Shares withheld for the payment of taxes on the vesting of RSUs granted to the reporting person on February 4, 2015.

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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