

Celanese CORP  
Form 8-K  
December 23, 2011

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

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 20, 2011

CELANESE CORPORATION

(Exact Name of Registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation)	001-32410 (Commission File Number)	98-0420726 (IRS Employer Identification No.)
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1601 West LBJ Freeway, Dallas, Texas 75234-6034

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (972) 443-4000

Not Applicable

(Former name or former address, if changed since last report):

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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[ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
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[ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
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Item 5.02

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

5.02(e) Compensatory arrangements

On December 20, 2011, the Compensation Committee of the Board of Directors (the “Committee”) of Celanese Corporation (the “Company”) approved an award of 42,548 time-vesting restricted stock units (valued at \$1,800,000) to Douglas M. Madden, the Company’s Chief Operating Officer and a named executive officer in the Company’s proxy statement for its last fiscal year. The RSUs will vest 60% on December 20, 2012, 20% on December 20, 2013, and 20% on December 20, 2014, and will not be subject to a hold requirement after the vesting date. Except for the vesting schedule and hold requirement, the award is substantially similar to other time vesting restricted stock units awarded to executive officers in 2011. The grant was made pursuant to the Company’s 2009 Global Incentive Plan and will be represented by an award agreement substantially similar to the form of Time-Vesting Restricted Stock Award Agreement approved by the Committee and filed as Exhibit 10.2 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 13, 2011.

SIGNATURES

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

CELANESE CORPORATION

By: /s/ James R. Peacock III  
Name: James R. Peacock III  
Title: Vice President, Deputy General  
Counsel and Assistant  
Corporate Secretary

Date: December 23, 2011