SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. 1)*

()	
CELANESE CORP	
(Name of Issuer)	
COMMON STOCK	
(Title of Class of Securities)	
150870103	
(CUSIP Number)	
December 31, 2008	
(Date of Event Which Requires Filing of this Statement)	

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

[X] Rule 13d – 1(b) [] Rule 13d – 1(c) [] Rule 13d – 1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*.)

1		OF REPORTING PERSONS DENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL	Y):
2			OUP (See
3	SEC US	(b) [] E ONLY	
4	CITIZE	NSHIP OR PLACE OF ORGANIZATION	
			Delaware
		5 SOLE VOTING POWER	
NUME	BER OF		0
	RES	6 SHARED VOTING POWER	8,323,509
	CIALLY ED BY		0,323,309
	CH	7 SOLE DISPOSITIVE POWER	0
REPO	RTING		U
PERSO	N WITH	8 SHARED DISPOSITIVE POWER	8,749,475
9		GATE AMOUNT BENEFICIALLY OWNED BY EACH RE	PORTING
	PERSO	N	0.740.475
10	CHECK	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	8,749,475 CERTAIN
		S (See Instructions)	
11	PERCEI	NT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	[]
••	LICE	or of the factor	
10	TWDE O	DE DEDODTING DEDGOM (C. J. (, ')	6.15%
12	TYPE C	F REPORTING PERSON (See Instructions)	

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PE	RSONS (ENTITIES ONLY):
2	NB Holdings Corporation 56- CHECK THE APPROPRIATE BOX IF A Instructions) (a) []	1857749 MEMBER OF A GROUP (See
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	ON
NUMB	5 SOLE VOTING POWER	Delaware 0
SHA BENEFI	RES 6 SHARED VOTING POWER CIALLY	8,323,509
OWNE EA REPOR	7 SOLE DISPOSITIVE POWER	0
PERSO	N WITH 8 SHARED DISPOSITIVE POWER	8,749,475
9	AGGREGATE AMOUNT BENEFICIALLY C	WNED BY EACH REPORTING
10	CHECK IF THE AGGREGATE AMOUNT IN SHARES (See Instructions)	8,749,475 ROW (9) EXCLUDES CERTAIN
11	PERCENT OF CLASS REPRESENTED BY A	MOUNT IN ROW (9)
12	TYPE OF REPORTING PERSON (See Instruc	6.15% etions)

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НС

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ON	LY):
2	BAC North America Holding Company 36-3737560 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GREINSTRUCTIONS) (a) []	ŕ
3	(b) [] SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	5 SOLE VOTING POWER	Delaware
NUMB	BER OF	0
BENEFI	ARES 6 SHARED VOTING POWER CIALLY	8,320,752
EA	ED BY CH 7 SOLE DISPOSITIVE POWER RTING	0
PERSO	N WITH 8 SHARED DISPOSITIVE POWER	8,746,718
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPERSON	PORTING
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES SHARES (See Instructions)	8,746,718 CERTAIN
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	[]
12	TYPE OF REPORTING PERSON (See Instructions)	6.10%

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1		S OF REPORTING PERSONS	
2	BANA I	/ //[]	•
3	SEC US	(b) [] SE ONLY	
4	CITIZE	NSHIP OR PLACE OF ORGANIZATION	
		5 SOLE VOTING POWER	Delaware
NUME	BER OF		0
SHARES BENEFICIALLY OWNED BY EACH REPORTING		6 SHARED VOTING POWER	8,320,752
		7 SOLE DISPOSITIVE POWER	0
PERSO	N WITH	8 SHARED DISPOSITIVE POWER	8,746,718
9	AGGRE PERSON	EGATE AMOUNT BENEFICIALLY OWNED BY EACH RE	PORTING
10	CHECK	T. IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES S (See Instructions)	8,746,718 CERTAIN
11	PERCE	NT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	[]
12	TVDE	DE DEDORTING DEDGON (Co. L. derections)	6.10%
12	TYPEO	OF REPORTING PERSON (See Instructions)	

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HC

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):	
2	Bank of America, NA 94-1687665 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States 5 SOLE VOTING POWER	3
NUMB		9
SHA	RES 6 SHARED VOTING POWER	
BENEFIO OWNE EAC REPOR	ED BY CH 7 SOLE DISPOSITIVE POWER 227,69	
PERSO	8 SHARED DISPOSITIVE POWER	
9	8,519,02 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3
10	8,746,718 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	3
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)]
12	6.10% TYPE OF REPORTING PERSON (See Instructions)	Ď

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1		REPORTING PERSONS TIFICATION NO. OF AE		RSONS (ENTITIES ONI	.Y):
2			OX IF A (a)[]	94-1687665 MEMBER OF A GR	OUP (See
3	SEC USE ON	(b)[] NLY			
4	CITIZENSH	IP OR PLACE OF ORGA	ANIZATI(ON	
					Delaware
	5 S	SOLE VOTING POWER	1		0
NUMB	ER OF				U
SHA		SHARED VOTING POW	VER		8,063,396
BENEFIO OWNI EA REPOI	ED BY CH 7 S	SOLE DISPOSITIVE PO	WER		0
PERSO	N WITH 8 S	SHARED DISPOSITIVE	POWER		8,511,853
9	AGGREGAT PERSON	E AMOUNT BENEFIC	CIALLY O	WNED BY EACH RE	PORTING
	LEKSON				8,511,853
10		THE AGGREGATE AMORE Instructions)	OUNT IN	ROW (9) EXCLUDES	CERTAIN
	`	,			[]
11	PERCENT O	F CLASS REPRESENT	ED BY A	MOUNT IN ROW (9)	
					5.94%
12	TYPE OF RE	EPORTING PERSON (S	ee Instruc	tions)	

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		·
1		OF REPORTING PERSONS ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):
2		* * * * * * * * * * * * * * * * * * * *
3	SEC US	(b) [] E ONLY
4	CITIZE	NSHIP OR PLACE OF ORGANIZATION
		Delaware 5 SOLE VOTING POWER
	BER OF	7,996,166 6 SHARED VOTING POWER
BENEFI OWN	CIALLY ED BY	7 SOLE DISPOSITIVE POWER 67,230
REPO	CH RTING N WITH	8,274,285
9	A C C P E	8 SHARED DISPOSITIVE POWER 237,568 GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
9	PERSO	1
10	CHECK	8,511,853 IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

TYPE OF REPORTING PERSON (See Instructions)

SHARES (See Instructions)

11

12

13G

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[]

5.94%

PN

1		OF REPORTING PERSONS ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):
2	Banc of America Securities Holdings Corporation 56-2103478 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []		
3	SEC US	(b) [] E ONLY	
4	CITIZEN	NSHIP OR PLACE OF ORGANIZATION	
		5 SOLE VOTING POWER	Delaware 0
NUMB SHA BENEFI	RES	6 SHARED VOTING POWER	2,757
OWNE EA REPOI	СН	7 SOLE DISPOSITIVE POWER	0
PERSO	N WITH	8 SHARED DISPOSITIVE POWER	2,757
9	AGGRE PERSON	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPO	ORTING
10		IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES C S (See Instructions)	2,757 ERTAIN
11	PERCEN	NT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	[]
12	ТҮРЕ О	F REPORTING PERSON (See Instructions)	.002%

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HC

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)):
2	Banc of America Securities LLC 56-2058405 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUInstructions) (a) []	JP (See
3	(b) [] SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	1	Delaware
	5 SOLE VOTING POWER	2,757
	BER OF ARES 6 SHARED VOTING POWER	,
	ICIALLY	0
EA	ED BY ACH 7 SOLE DISPOSITIVE POWER	2,757
	RTING N WITH 8 SHARED DISPOSITIVE POWER	0
		-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPOPERSON	ORTING
10		2,757
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CENTRES (See Instructions)	ERIAIN
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	[]
		.002%
12	TYPE OF REPORTING PERSON (See Instructions)	

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BD

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):
2	Banc of America Investment Advisors, Inc. 56-2058405 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) []
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
NUMBE SHAF	RES
BENEFIC OWNED EAC REPORT	D BY 0 CH TING
PERSON	6 SHARED VOTING POWER 52,368
	7 SOLE DISPOSITIVE POWER 0
	8 SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	52,368 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12	.04% TYPE OF REPORTING PERSON (See Instructions)
	IA

CUSIP No 150870103

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Item 1(a). Name of Issuer:

Celanese Corp

Item 1(b). Address of Issuer's Principal Executive Offices:

1601 W. LBJ Freeway Dallas, TX 75234

Item 2(a). Name of Person Filing:

Bank of America Corporation
NB Holdings Corporation
BAC North America Holding Company
BANA Holding Corporation
Bank of America, N.A.
Columbia Management Group, LLC
Columbia Management Advisors, LLC
Banc of America Securities Holdings Corporation
Banc of America Securities LLC
Banc of America Investment Advisors, Inc.

Item 2(b). Address of Principal Business Office or, if None, Residence:

Each Reporting Person has its or his principal business office at 100 North Tryon Street, Floor 25, Bank of America Corporate Center, Charlotte, NC 28255.

Item 2(c). Citizenship:

Bank of America Corporation Delaware Delaware **NB Holdings Corporation BAC North America Holding Company** Delaware **BANA Holding Corporation** Delaware Bank of America, N.A. United States Columbia Management Group, LLC Delaware Columbia Management Advisors, LLC Delaware Banc of America Securities Holdings Corporation Delaware Banc of America Securities LLC Delaware Banc of America Investment Advisors, Inc. Delaware

Item 2(d). Title of Class of Securities:

Common Stock

	•	~==~==	
Item	2(e).	CUSIP	Number:

Item 6.

Not Applicable.

	150870103		
Item 3.	If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:		
	(a)	[] Broker or dealer registered under Section 15 of the Exchange Act.	
	(b)	[] Bank as defined in Section 3(a)(6) of the Exchange Act.	
	(c)	[] Insurance company as defined in Section 3(a)(19) of the Exchange Act.	
	(d)	[] Investment company registered under Section 8 of the Investment Company Act.	
	(e)	[] An investment adviser in accordance with Rule 13d-1(b)(1)(ii) (E).	
	(f)	[] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii) (F).	
	(g)	[X] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).	
	(h)	[] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.	
	(i)	[] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.	
	(j)	[] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).	
	If this	s statement is filed pursuant to Rule 13d-1(c), check this box. []	
Item 4.	Ownership:		
	With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 130 which are incorporated herein by reference.		
Item 5.	Owne	Ownership of 5 Percent or Less of a Class:	

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial

owner of more than five percent of the class of securities, check the following [].

Ownership or More than Five Percent on Behalf of Another Person:

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

With respect to the beneficial ownership of the reporting person, see Items 5 through 11 of the cover pages to this Schedule 13G, which are incorporated herein by reference.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

By signing below each of the undersigned certifies that, to the best of such undersigned's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2009

Bank of America Corporation NB Holdings Corporation BAC North America Holding Company BANA Holding Corporation Bank of America, N.A.

By: /s/ Charles F. Bowman

Charles F. Bowman
Senior Vice President

Columbia Management Group, LLC Columbia Management Advisors, LLC

By: /s/ Michael A. Jones

Michael A. Jones

President

Bank of America Securities Holdings Corporation

By: /s/ Robert Qutub

Robert Qutub

President

Bank of America Securities LLC

By: /s/ Matthew Smith

Matthew Smith
Managing Director

Banc of America Investment Advisors, Inc.

By: /s/ Daniel S. McNamara

Daniel S. McNamara President

EXHIBIT 99.1 - JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(k)(1). Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

In accordance with Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each other on behalf of each of them of to such a statement on Schedule 13G with respect to the common stock of beneficially owned by each of them. This Joint Filing Agreement shall be included as an exhibit to such Schedule 13G.

Dated: February 12, 2009

Bank of America Corporation NB Holdings Corporation BAC North America Holding Company BANA Holding Corporation Bank of America, N.A.

By: /s/ Charles F. Bowman

Charles F. Bowman
Senior Vice President

Columbia Management Group, LLC Columbia Management Advisors, LLC

By: /s/ Michael A. Jones

Michael A. Jones

President

Bank of America Securities Holdings Corporation

By: /s/ Robert Qutub

Robert Qutub

President

Bank of America Securities LLC

By: /s/ Matthew Smith

Matthew Smith

Managing Director

Banc of America Investment Advisors, Inc.

By: /s/ Daniel S. McNamara

Daniel S. McNamara President