Celanese CORP Form SC 13G/A February 12, 2009

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*.)

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CUSIP N	No 150870103		13G	Page	2 of 18 Pages
1		PORTING PERSONS CATION NO. OF AF		S (ENTITIES ONLY)	:
2	Bank of America CHECK THE Instructions)	APPROPRIATI	56-09066 E BOX IF A [a) []		GROUP (See
		(b) []			
3 4	SEC USE ONLY				
4	CITIZENSHIP	OR PLACE OF ORGA	ANIZATION		
					Delaware
		5 SOLE VOTING PO 6 SHARED VOTING		8,323,50	0
		7 SOLE DISPOSITIV		0,525,50	0
REPOR	TING PERSON &	8 SHARED DISPOSI	TIVE POWER	8,749,47	75
9		MOUNT BENEFIC	IALLY OWNED	BY EACH REPORT	TING PERSON
					0 740 475
10	CHECK IF THE (See Instructions	E AGGREGATE AM)	OUNT IN ROW	(9) EXCLUDES CE	8,749,475 RTAIN SHARES
11	PERCENT OF C	LASS REPRESENT	ED BY AMOUN	T IN ROW (9)	[]
12	TYPE OF REPO	PRTING PERSON (Se	ee Instructions)		6.15%
					НС

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CUSIP N	No 150870103		13G	Pag	ge 3 of 18 Pages
1		PORTING PERSON ICATION NO. OF A		S (ENTITIES ONL)	Y):
2	NB Holdings Co CHECK THI Instructions)	EAPPROPRIAT	56-185774 E BOX IF A (a) []		A GROUP (See
		(b) []			
3	SEC USE ONL				
4	CITIZENSHIP	OR PLACE OF ORG	ANIZATION		
					Delaware
		5 SOLE VOTING PO 6 SHARED VOTING		0 222	0
		7 SOLE DISPOSITIV		8,323	0
	RTING PERSON	8 SHARED DISPOS		8,749	475
9		AMOUNT BENEFIC			
9	AUGREGATE	AMOUNT DENEFIC	IALL I OWNEL	DI EACH REPUI	CHING PERSON
10	CHECK IF THI (See Instruction	E AGGREGATE AM s)	OUNT IN ROW	(9) EXCLUDES C	8,749,475 CERTAIN SHARES
11	PERCENT OF	CLASS REPRESENT	ED BY AMOUN	NT IN ROW (9)	[]
12	TYPE OF REPO	ORTING PERSON (S	ee Instructions)		6.15%
					HC

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CUSIP N	No 150870103	13G	Page 4 of 18 Pages	
1 2	BAC North America H	ON NO. OF ABOVE PERSONS (Holding Company 36-3	ENTITIES ONLY): 737560 IEMBER OF A GROUP (See	
3 4	SEC USE ONLY CITIZENSHIP OR PL	(b) [] ACE OF ORGANIZATION		
BEN OWN	ED BY EACH 7 SOL RTING PERSON 8 SHA WITH	LE VOTING POWER ARED VOTING POWER LE DISPOSITIVE POWER ARED DISPOSITIVE POWER JNT BENEFICIALLY OWNED B	Delaware 0 8,320,752 0 8,746,718 BY EACH REPORTING PERSON	
10	CHECK IF THE AGO (See Instructions)	GREGATE AMOUNT IN ROW (S	8,746,718 9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLASS	S REPRESENTED BY AMOUNT	[] IN ROW (9)	
12	TYPE OF REPORTIN	G PERSON (See Instructions)	6.10%	
			НС	

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CUSIP N	No 150870103		13G		Page 5 of 18 P	ages
1		PORTING PERSON		NS (ENTITIES O	NLY):	
2	BANA Holding CHECK THE Instructions)	Corporation E APPROPRIAT	36-2685437 ГЕ ВОХ IF 4 (a) []		DF A GROU	JP (See
3 4	SEC USE ONL CITIZENSHIP	(b) [] Y OR PLACE OF OR (GANIZATION			
BEN OWN	VEFICIALLY IED BY EACH RTING PERSON WITH	5 SOLE VOTING P 6 SHARED VOTIN 7 SOLE DISPOSITI 8 SHARED DISPOS AMOUNT BENEFI	IG POWER IVE POWER SITIVE POWER	8,	0 320,752 0 746,718	Delaware RSON
10	CHECK IF TH (See Instruction	E AGGREGATE AN s)	MOUNT IN RO	W (9) EXCLUDE		3,746,718 SHARES
11	PERCENT OF	CLASS REPRESEN	TED BY AMOU	JNT IN ROW (9)		[]
12	TYPE OF REPO	ORTING PERSON (See Instructions))		6.10%
						HC

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CUSIP 1	No 150870103		13G	I	Page 6 of 18 Pages
1		EPORTING PERSON FICATION NO. OF A		IS (ENTITIES ON	ILY):
2	Bank of Americ CHECK TH Instructions)	E APPROPRIAT	94-1687665 E BOX IF A (a) []	MEMBER O	F A GROUP (See
3 4	SEC USE ONI CITIZENSHIP	(b) [] LY OR PLACE OF ORG	ANIZATION		
BEN OWN	NEFICIALLY NED BY EACH RTING PERSON WITH	 5 SOLE VOTING PC 6 SHARED VOTINC 7 SOLE DISPOSITIV 8 SHARED DISPOS AMOUNT BENEFIC 	G POWER VE POWER ITIVE POWER	8,1 22 8,5	United States 01,209 19,543 27,695 19,023 ORTING PERSON
10	CHECK IF TH (See Instruction		OUNT IN ROV	V (9) EXCLUDES	8,746,718 S CERTAIN SHARES
11	PERCENT OF	CLASS REPRESENT	ED BY AMOU	NT IN ROW (9)	[]
12	TYPE OF REP	ORTING PERSON (S	ee Instructions)		6.10%
					ВК

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CUSIP N	No 150870103	13G	Page 7 of	18 Pages
1	NAMES OF REPORT I.R.S. IDENTIFICATI	'ING PERSONS 'ON NO. OF ABOVE PERSO!	NS (ENTITIES ONLY):	
2	Columbia Managemen CHECK THE AP Instructions)	tt Group, LLC 94-1 PROPRIATE BOX IF A (a) []	687665 A member of a gr	OUP (See
3 4	SEC USE ONLY CITIZENSHIP OR PL	(b) [] ACE OF ORGANIZATION		
				Delaware
	ER OF SHARES 5 SOL		0	
		ARED VOTING POWER LE DISPOSITIVE POWER	8,063,396 0	
	TING PERSON 8 SHA	ARED DISPOSITIVE POWER	-	
9	WITH	JNT BENEFICIALLY OWNE	, ,	PFRSON
,				LIGOI
10	CHECK IF THE AGO (See Instructions)	GREGATE AMOUNT IN RO	W (9) EXCLUDES CERTA	8,511,853 IN SHARES
11	PERCENT OF CLASS	S REPRESENTED BY AMOU	UNT IN ROW (9)	[]
12	TYPE OF REPORTIN	G PERSON (See Instructions)		5.94%
				PN

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CUSIP I	No 150870103	13 G	Page 8 of 18 Pages	
1	NAMES OF REPOR I.R.S. IDENTIFICAT	TING PERSONS TION NO. OF ABOVE PERSONS ((ENTITIES ONLY):	
2	Columbia Manageme CHECK THE AI Instructions)		587665 1EMBER OF A GROUP (See	
3 4	SEC USE ONLY CITIZENSHIP OR P	(b) [] LACE OF ORGANIZATION		
			Delaware	
		LE VOTING POWER	7,996,166	
		ARED VOTING POWER	67,230	
	ED BY EACH 7 SO RTING PERSON	LE DISPOSITIVE POWER	8,274,285	
KEPUr	WITH 8 SH	ARED DISPOSITIVE POWER	237,568	
9		OUNT BENEFICIALLY OWNED B		
10	CHECK IF THE AG (See Instructions)	GREGATE AMOUNT IN ROW (8,511,853 9) EXCLUDES CERTAIN SHARES	
11	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT	[] IN ROW (9)	
12	TYPE OF REPORTI	NG PERSON (See Instructions)	5.94%	
			PN	

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CUSIP	No 150870103 13G	Page	e 9 of 18 Pages
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE P	ERSONS (ENTITIES ONLY):
2	Banc of America Securities Holdings Corporat CHECK THE APPROPRIATE BOX Instructions) (a) []		GROUP (See
-	(b) []		
3 4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZAT	ION	
BE	BER OF SHARES 5 SOLE VOTING POWER NEFICIALLY 6 SHARED VOTING POWE NED BY EACH RTING PERSON	R 2,7:	Delaware 0 57

WITH

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