HEXCEL CORP /DE/

Form 4

February 02, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Hendricks Kimberly A.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle) HEXCEL CORP /DE/ [HXL]

3. Date of Earliest Transaction

(Check all applicable)

C/O HEXCEL CORPORATION, 281 TRESSER

01/30/2015

Director 10% Owner X_ Officer (give title Other (specify below)

VP, Corp. Controller & CAO

BLVD., 16TH FLOOR

(Street)

(State)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

STAMFORD, CT 06901

(City)

	Table 1 - Non-Derivative Securities Acquired,								tu, Disposed of, of Deficientially Owned			
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired on(A) or Disposed of (D)			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect			
(Instr. 3)	(Wionam Day/ Tear)	any	Code	tion(A) or Dis (Instr. 3, 4		` ′	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership			
		(Month/Day/Year)	(Instr. 8)	(A) or		Following Reported Transaction(s)	(Instr. 4)	(Instr. 4)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)					
Common Stock (1)	01/30/2015		M	481	A	\$0	19,364	D				
Common Stock (2)	01/30/2015		F	198	D	\$ 44.23	19,166	D				

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

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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. Transactic Code (Instr. 8)	5. Number on f 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. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	<u>(3)</u>	01/30/2015		M	481	<u>(4)</u>	01/30/2015	Common Stock	481	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Hendricks Kimberly A. C/O HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901

VP, Corp. Controller & CAO

Signatures

/s/Kimberly A. Hendricks by Adam P. Gold, Attorney-in-fact

02/02/2015

Date

**Signature of Reporting Person

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).
- The Common Stock was acquired upon the conversion of Restricted Stock Units ("RSUs") in accordance with the terms of the underlying **(1)** agreement. The RSUs were granted in a transaction exempt under Rule 16b.
- (2) The Common Stock was withheld as payment of tax withholding required upon conversion of RSUs.
- These RSUs were granted in a transaction exempt under Rule 16b. Upon vesting, RSUs are converted into an equivalent number of shares **(3)** of Common Stock that are distributed to the grantee.
- The RSUs vest and convert into an equivalent number of shares of Common Stock in equal installments on the first three anniversaries from the grant date. Vesting of the RSUs is also subject to certain acceleration and termination provisions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2