#### FAZIO WILLIAM J

Form 4

February 09, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

**OMB APPROVAL** 

Number:

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**SECURITIES** 

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* FAZIO WILLIAM J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

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

(Check all applicable)

**HEXCEL CORPORATION, 281** 

3. Date of Earliest Transaction

(Month/Day/Year)

02/07/2006

Director 10% Owner X\_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Instr. 4)

below)

below) Corp. Controller and CAO

TRESSER BLVD. (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

(Instr. 8)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

STAMFORD, CT 06901

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (T)

Indirect Ownership

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Securities Security or Exercise Code (Month/Day/Year) any

7. Title and Amount

Underlying Securitie

(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	l of				
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Restricted Stock Units (1)	<u>(1)</u>	02/07/2006		A	861		<u>(1)</u>	02/07/2009	Common Stock	861
Restricted Stock Units (3)	<u>(3)</u>	02/07/2006		A	1,131		<u>(3)</u>	02/07/2009	Common Stock	1,13
Non-Qualified Stock Option	\$ 22	02/07/2006		A	4,494		<u>(5)</u>	02/07/2016	Common Stock	4,49

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

FAZIO WILLIAM J HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD, CT 06901

Corp. Controller and CAO

# **Signatures**

/s/William J. Fazio by Seth L. Kaplan, Attorney-in-fact

02/09/2006

\*\*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).
- Restricted Stock Units ("RSUs") granted under the Hexcel Corporation Management Stock Purchase Plan ("MSPP") in a transaction exempt under Section 16b. These RSUs vest in equal installments on the first three anniversaries of the grant date and convert into an equal number of shares of common stock on the third anniversary of the grant date. Vesting and conversion are subject to certain acceleration and termination provisions.
- The RSUs were awarded to the grantee in lieu of a portion of the grantee's 2005 bonus. The grantee's 2005 bonus was reduced by \$17.2208 (80% of the average closing price of Hexcel common stock for the five trading days immediately preceding the date of grant) for each RSU granted, in accordance with the terms of the MSPP.
- RSUs granted in a transaction exempt under Rule 16b. The RSUs vest and convert into an equivalent number of shares of Common Stock (3) 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
- (4) Non-Qualified Options ("NQOs") granted under the Hexcel Corporation 2003 Incentive Stock Plan (the "ISP") in a transaction exempt under Rule 16b.

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(5) NQOs granted under the ISP become vested with respect to one-third of the shares of Common Stock subject thereto on each of the first three anniversaries of the date of grant, subject to acceleration upon the occurrence of certain events.

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.