#### KRAKOWER IRA J

Form 4/A

February 13, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

**OMB APPROVAL** 

Number: January 31, Expires:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Ad KRAKOWE	•	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol HEXCEL CORP /DE/ [HXL]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle) 3. Date of Earliest Transaction	3. Date of Earliest Transaction	(Check an applicable)		
HEXCEL CO		ON, 281	(Month/Day/Year) 02/05/2007	Director 10% Owner _X Officer (give title Other (specify below)  Senior Vice President		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year) 02/09/2007	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
STAMFORD	), CT 06901			Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

(Chij)	(State)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock (1)	02/12/2007		M	8,400	A	\$ 18	65,320	D	
Common Stock (2)	02/12/2007		F	8,159	D	\$ 18.82	57,161	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)

Der Sec	Fitle of rivative curity str. 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. Transaction Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securitie
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	on-Qualified ock Option	\$ 18	02/12/2007		M	8,400	<u>(4)</u>	02/12/2007	Common Stock	8,40

# **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

KRAKOWER IRA J HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD, CT 06901

Senior Vice President

### **Signatures**

/s/Ira J. Krakower by Seth L. Kaplan, Attorney-in-fact

02/13/2007

\*\*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).
  - On February 9, 2007, the reporting person mistakenly filed a Form 4 reporting an option exercise on February 5, 2007 that did not in fact occur. In addition, the mistakenly filed Form 4 failed to reflect, in the amount of securities owned following the reported transaction, that
- (1) the reporting person acquired shares of common stock on February 7, 2007 upon the conversion of restricted stock units (a separate Form 4 was filed to report this transaction on February 9, 2007). On February 12, 2007, the reporting person did in fact exercise the option that was formerly erroneously reported as being exercised on February 5, 2007.
- (2) The Common Stock was withheld or delivered in payment of the exercise price due and required tax withholding upon the exercise of non-qualified stock options.
- (3) Non-Qualified Options ("NQOs") granted under the Hexcel Corporation Incentive Stock Plan (the "ISP") in a transaction exempt under Rule 16b.
- (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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