HEXCEL CORP /DE/

Form 4

August 09, 2007

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

3ee mst 1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Pensky Wayne C			2. Issuer Name and Ticker or Trading Symbol HEXCEL CORP /DE/ [HXL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (I		(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
HEXCEL CORPORATION, 281 TRESSER BLVD.		ION, 281	08/07/2007	_X_ Officer (give title Other (specify below) SVP, CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
STAMFORI	O CT 06901	l	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
STANII OILI	, CI 00701	-		Person		

(State) 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 any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	08/07/2007		M	16,300	A	\$ 2.74	23,709	D	
Common Stock	08/07/2007		S	3,500	D	\$ 23	20,209	D	
Common Stock	08/07/2007		S	1,000	D	\$ 22.95	19,209	D	
Common Stock	08/07/2007		S	2,000	D	\$ 22.9	17,209	D	
Common Stock	08/07/2007		S	600	D	\$ 22.85	16,609	D	

Edgar Filing: HEXCEL CORP /DE/ - Form 4

Common Stock	08/07/2007	S	400	D	\$ 22.83	16,209	D
Common Stock	08/07/2007	S	500	D	\$ 22.8	15,709	D
Common Stock (1)	08/07/2007	F	3,197	D	\$ 24.89	12,512	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year) A)		Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option	\$ 2.74	08/07/2007		M	16,300	(2)	01/10/2012	Common Stock	16,3

Reporting Owners

Reporting Owner Name / Address	Relationships						
toporning of their remains a remainder	Director	10% Owner	Officer	Other			
Pensky Wayne C HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD, CT 06901			SVP, CFO				
Signatures							

Signatures

/s/ Wayne C. Pensky, by Seth L. Kaplan,
Attorney-in-fact 08/09/2007

**Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: HEXCEL CORP /DE/ - Form 4

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).
- (1) 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.
- (2) This non-qualified stock option became 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, which was January 10, 2002.

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.