HEXCEL CORP /DE/

Form 4 January 24, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Domenichini Andrea

2. Issuer Name and Ticker or Trading Symbol

HEXCEL CORP /DE/ [HXL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

VP, Operations

(Last) (First)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director X_ Officer (give title

below)

10% Owner Other (specify

C/O HEXCEL CORPORATION, 281 TRESSER BLVD., 16TH FLOOR

(Street)

(State)

4. If Amendment, Date Original

01/06/2008

Applicable Line)

6. Individual or Joint/Group Filing(Check

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)

		1 4010	I HOILD	ciivative	occui	ities ricq	un eu, Disposeu oi	, or beneficial	.j 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)	(Wolldin Day) Tear)	any	Code	(Instr. 3,	•	` ′	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock (1)	01/06/2008		M	922	A	\$0	1,188	D	
Common Stock (2)	01/06/2008		F	379	D	\$ 23.41	809	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)	Transaction Date Annual Execution Date, if any Code Derivative (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 4. 5. Number Transactionof Code Derivative (Instr. 8) Securities Acquired (A) or Disposed (D) (Instr. 3, and 5)		ative ities red sed of 3, 4,	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (3)	<u>(4)</u>	01/06/2008		M		922	01/06/2008	01/06/2008	Common Stock	922
Restricted Stock Units (5)	<u>(5)</u>	01/22/2008		A	926		01/01/2009	01/01/2009	Common Stock	926

Reporting Owners

Reporting Owner Name / Address	reaction po							
	Director	10% Owner	Officer	Other				

Domenichini Andrea C/O HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901

VP, Operations

Relationshine

Signatures

/s/ Andrea Domenichini by Seth L. Kaplan, Attorney-in-fact

01/24/2008

**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).
- (1) The Common Stock was acquired upon the conversion of Restricted Stock Units ("RSUs") in accordance with the terms of the underlying agreement. The RSUs were granted in a transaction exempt from under Rule 16b.
- (2) The Common Stock was withheld as payment of tax withholding required upon conversion of RSUs.
- (3) These RSUs were granted in a transaction exempt under Rule 16b. Upon vesting, RSUs are converted into an equivalent number of shares of Common Stock that are distributed to the grantee.
- (4) RSUs granted in a transaction exempt under Rule 16b. 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

Reporting Owners 2

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termination provisions.

(5) RSUs granted in a transaction exempt under Section 16b. The RSUs were granted based on the level of attainment of specified financial performance criteria as set forth in a Performance Based Award Agreement dated February 7, 2006.

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