BERGES DAVID E

Form 4

January 20, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

Person

January 31, 2005

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BERGES DAVID E** Issuer Symbol HEXCEL CORP /DE/ [HXL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify X_ Officer (give title **HEXCEL CORPORATION, 281** 01/19/2009 below) TRESSER BLVD. Chairman & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

STAMFORD, CT 06901

(Ctota)

(City)	(State) (Table Table	e I - No	n-De	erivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date 2A. Deemed			3.			quired	5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transa Code	actio	n(A) or Disposed of (D)			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
· · ·		(Month/Day/Year)	(Instr.	(Instr. 8) (Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership		
					(A)		Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
~			Code		Amount	(D)	Price	(IIIstr. 3 and 4)		
Common Stock	01/20/2009		G	V	35,000 (1)	D	\$0	270,278	D	
Common Stock	01/20/2009		G	V	35,000 (1)	A	\$ 0	62,839	I	By Berges Family Trust

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)	TransactionDerivative Exp Code Securities (Mo		6. Date Exerci Expiration Dat (Month/Day/Y	tion Date I		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 (2)	(2)	01/19/2009		A	35,989	01/01/2010	01/01/2010	Common Stock	35,989	

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
BERGES DAVID E HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD, CT 06901	X		Chairman & CEO				

Signatures

/s/David E. Berges by Seth L. Kaplan,
Attorney-in-fact
01/20/2009

**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) Represents transfer of shares to the Berges Family Trust.
- (2) 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 January 29, 2007.

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