BERGES DAVID E

Form 4

January 05, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BERGES DAVID E**

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

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 01/01/2010

_X__ Director 10% Owner X_ Officer (give title Other (specify

below) Chairman & CEO

TRESSER BLVD.

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

6. Individual or Joint/Group Filing(Check

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 (Month/Day/Year)	2A. Deemed 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	10/12/2009		G	V	50	D	\$ 0	202,635	D	
Common Stock	11/10/2009		G	V	100	D	\$ 0	202,535	D	
Common Stock (1)	01/01/2010		M		35,989	A	\$ 0	238,524	D	
Common Stock (2)	01/01/2010		F		11,631	D	\$ 12.98	226,893	D	
Common Stock								62,839	I	By Berges Family Trust

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Common Stock 95,000 I $\begin{array}{c} 2009 \\ \text{Grantor} \\ \text{Retained} \\ \text{Annuity} \\ \text{Trust I} \stackrel{(3)}{\underbrace{}} \end{array}$

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

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SEC 1474 (9-02)

By Berges

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)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D Se (I
				Code V	,	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (4)	<u>(4)</u>	01/01/2010		M	35,989	<u>(5)</u>	<u>(5)</u>	Common Stock	35,989	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	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 01/05/2010

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- The Common Stock was acquired upon the conversion of Restricted Stock Units ("RSUs") in accordance with the terms of an underlying Performance Based Award Agreement (the "Agreement") dated January 29, 2007. The RSUs were granted based on the level of
- attainment of specified financial performance criteria as set forth in the Agreement, and were granted in a transaction exempt under Rule 16b.
- (2) The Common Stock was withheld as payment of tax withholding required upon conversion of RSUs.
- On April 20, 2009, Mr. Berges contributed 125,000 shares of common stock to the Berges 2009 Grantor Retained Annuity Trust I (the (3) "GRAT") for the benefit of himself and his children and grandchildren. On December 17, 2009, 30,000 shares of common stock were transferred from the GRAT to Mr. Berges.
- (4) 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.
- (5) The RSUs vested and converted into an equivalent number of shares of Common Stock on January 1, 2010.

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.