Edgar Filing: Hennemuth Robert George - Form 4

| Hennemuth I | Robert George | | | | | | | | | | | |
|---|---------------------------------|---|--|---|---|------------------|------------------|---|--|--|--|--|
| Form 4 | 2010 | | | | | | | | | | | |
| February 02, | _ | | | | | | | | | | | |
| FORN | 14 _{UNITE} | D STATES | S SECUR | ITIES A | ND EXC | CHAN | NGE (| COMMISSION | | PPROVAL | | |
| | Washington, D.C. 20549 | | | | | | Number: | 3235-0287 | | | | |
| Check th if no long subject to Section 1 Form 4 o | 6. | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | | | Expires:January 31 2005Estimated average burden hours per response0.5 | | |
| Form 5 obligation may cont <i>See</i> Instru 1(b). | ns Section 1 inue. action | 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 | | | | | | | | | | |
| (Print or Type I | Responses) | | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Hennemuth Robert George | | | Symbol | 2. Issuer Name and Ticker or Trading Symbol HEXCEL CORP /DE/ [HXL] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Check | | | | | k all applicable) | | | | |
| C/O HEXCEL CORPORATION, 281 TRESSER BLVD., 16TH FLOOR | | | (Month/Day/Year) 01/29/2010 | | | | | Director 10% Owner X Officer (give title Other (specify below) below) SVP, Human Resources | | | | |
| | (Street) | | Filed(Month/Day/Year) Applica | | | | Applicable Line) | dual or Joint/Group Filing(Check e Line) 1 filed by One Reporting Person | | | | |
| STAMFOR | D, CT 06901 | | | | | | | | More than One R | | | |
| (City) | (State) | (Zip) | Table | e I - Non-Do | erivative S | Securi | ties Ac | quired, Disposed o | f, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3) | any | | emed on Date, if /Day/Year) | 3. Transactic Code (Instr. 8) | FransactionAcquired (A) orCodeDisposed of (D)Instr. 8)(Instr. 3, 4 and 5) | | | Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | | |
| Common Stock (1) | 01/29/2010 | | | M | 1,926 | A | \$ 0 | 36,087 | D | | | |
| Common Stock (2) | 01/29/2010 | | | F | 596 | D | \$11 | 35,491 | 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.

Edgar Filing: Hennemuth Robert George - Form 4

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and An Underlying Sec (Instr. 3 and 4) | |
|---|---|---|---|--|--------|--|---------------------|---|-----------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | A Title N |
| Restricted Stock Units (3) | (3) | 02/01/2010 | | А | 9,554 | | (4) | 02/01/2013 | Common Stock |
| Non-Qualified Stock Option | \$ 10.9 | 02/01/2010 | | А | 40,059 | | (6) | 02/01/2020 | Common Stock |
| Restricted Stock Units (3) | <u>(3)</u> | 01/29/2010 | | М | | 1,926 | (4) | 01/29/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|----------------------|-------|--|--|--|--|
| I grant and a second | Director | 10% Owner | Officer | Other | | | | |
| Hennemuth Robert George C/O HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901 | | | SVP, Human Resources | | | | | |
| Signatures | | | | | | | | |
| /s/ Robert G. Hennemuth by Seth L. Kap Attorney-in-fact | plan, | | 02/02/2010 | | | | | |

<u>**</u>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 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) 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 termination provisions.
- (5) Non-Qualified Options ("NQOs") granted in a transaction exempt under Rule 16b.

(6)

Edgar Filing: Hennemuth Robert George - Form 4

The NQOs 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. Vesting of the NQOs is also subject to certain acceleration and termination provisions.

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.