Edgar Filing: Brubaker Lynn - Form 4

Brubaker Lyı	nn									
Form 4	`									
May 07, 2010								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287	
	The charge in the second						NEDSHID OF	Expires:	January 31, 2005	
subject to Section 10	6.	STATEMENT OF CHANGES IN BENEFICIAL OW SECURITIES					THERSING OF	Estimated burden hou	urs per	
Form 4 or Form 5		sugnt to Section	16(a) of th	a Sacuriti	oc Fr	zehand	A of 1034	response	. 0.5	
obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section										
<i>See</i> Instruction 1(a) of the Investment Company Act of 1940 1(b).										
(Print or Type R	esponses)									
			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			HEXCEL CORP /DE/ [HXL]				(Check all applicable)			
(Last)	(First) (I		e of Earliest Ti	ransaction			X Director	100	% Owner	
281 TRESSER BLVD., 16TH FLOOR			(Month/Day/Year) 05/06/2010				Officer (give titleOther (specify below) below)			
	(Street)	4. If A	mendment, Da	ate Original			6. Individual or J	oint/Group Fili	ng(Check	
Filed(M			(Month/Day/Year)				Applicable Line)			
STAMFORD, CT 06901 _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person Person										
(City)	(State)	(Zip) T	able I - Non-I	Derivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		ion Date, if TransactionAcquired (A) or Code Disposed of (D) //Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common				Amount		Price		-		
Stock (1)	05/07/2010		М	5,247	А	\$0	14,670	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	 5. Number of 5. Number of ctiorDerivative Securities 3) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sha
Restricted Stock Units (2)	\$ 0	05/06/2010		А	3,215		<u>(3)</u>	<u>(3)</u>	Common Stock	3,
Restricted Stock Units (2)	\$ 0	05/07/2010		М		5,247	05/07/2010	05/07/2010 <u>(4)</u>	Common Stock	5,

Reporting Owners

Reporting Owner Name / Address		Relationsh	lips	
	Director	10% Owner	Officer	Other
Brubaker Lynn 281 TRESSER BLVD. 16TH FLOOR STAMFORD, CT 06901	Х			
Signatures				
/s/ Lynn Brubaker by Seth L. k attorney-in-fact	Kaplan,		0	5/07/2010
**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) RSUs granted under the Hexcel Corporation 2008 Incentive Stock Plan in a transaction exempt under Rule 16b.
- The RSUs vest ratably over the one year following the grant date which was May 6, 2010, and convert into an equal number of shares of common stock on the first anniversary of the grant date. Vesting and conversion are subject to certain acceleration and termination provisions.
- (4) The RSUs vested proportionately over the one-year period immediately following the grant date, and converted into an equivalent number of shares of Common Stock on the first anniversary of the grant date. The grant date was one year prior to the expiration date.

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.