Pensky Wayne C Form 4/A October 01, 2010

FORM 4

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

Check this box subject to

if no longer Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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).

(Last)

1. Name and Address of Reporting Person * Pensky Wayne C

(Middle) (First)

HEXCEL CORPORATION, 281 TRESSER BLVD.

(Street)

STAMFORD, CT 06901

(State)

2. Issuer Name and Ticker or Trading

Symbol HEXCEL CORP /DE/ [HXL]

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2010

4. If Amendment, Date Original

Filed(Month/Day/Year) 02/02/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify below)

below) SVP, CFO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(City)

Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amour **Underlying Securit** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (or Disposed (D) (Instr. 3, 4, and 5)	d of				
				Code V	(A)	` /	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Units (1)	<u>(1)</u>	02/01/2010		A	13,795 (2)		(3)	02/01/2013	Common Stock	13,7
Non-Qualified Stock Option	\$ 10.9	02/01/2010		A	57,842 (5)		<u>(6)</u>	02/01/2020	Common Stock	57,8

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pensky Wayne C HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD, CT 06901

SVP, CFO

Signatures

/s/ Wayne C. Pensky, by Rodney P. Jenks, Jr., Attorney-in-fact

10/01/2010

**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) 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.
- This amount reflects the correct number of RSUs that were originally authorized for issuance to the reporting person. The amount (2) reflected in Box 5 of the Form 4 filed on February 2, 2010 for the reporting person did not include all RSUs to be issued to the reporting person.
- (3) The reporting person's original Form 4 erroneously indicated that the number of RSUs was 12,679. This amended Form 4 is being filed to correct the number of RSUs.
- (4) Non-Qualified Options ("NQOs") granted in a transaction exempt under Rule 16b.
- (5) The reporting person's original Form 4 erroneously indicated that the number of NQOs was 53,163. This amended Form 4 is being filed to correct the number of NQOs.
- (6) 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.

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