Stanage Nick L Form 4 January 25, 2013

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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if no longer

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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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Stanage Nick L

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

Director 10% Owner

(Check all applicable)

C/O HEXCEL CORPORATION, 281 TRESSER

(Street)

(State)

(Zip)

(Month/Day/Year) 01/23/2013

X_ Officer (give title Other (specify below)

President and COO

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Person

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

STAMFORD, CT 06901

(City)

BLVD., 16TH FLOOR

		1401	of 1 Tion Derivative Securities required, Disposed of, of Deficiently Owned						
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit		•	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(Monda Day Toda)	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)		Beneficially Owned	Form: Direct (D) or	Beneficial Ownership	
		(Month/Day/Tear)			(A) or		Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Common			Code V	Amount	(D)	Price			
Stock (1)	01/23/2013		M	36,812		\$ 0	134,795	D	
Common Stock (2)	01/23/2013		F	18,015	D	\$ 27.65	116,780	D	

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)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	rivative Expiration Date curities (Month/Day/Year) quired (A) Disposed of str. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	<u>(3)</u>	01/23/2013		M	36,812	<u>(4)</u>	<u>(4)</u>	Common Stock	36,812	

De

(In

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Stanage Nick L						
C/O HEXCEL CORPORATION			President			
281 TRESSER BLVD., 16TH FLOOR			and COO			
STAMFORD, CT 06901						

Signatures

/s/ Nick L. Stanage, by Adam P. Gold Attorney-in-fact

01/25/2013

**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).
- 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 February 1, 2010. The RSUs were granted based on the level of attainment of specified financial performance criteria 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.
- (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 vested and converted into an equivalent number of shares of Common Stock on January 23, 2013.

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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