HEXCEL CORP /DE/ Form 4

November 17, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SECURITIES

OMB APPROVAL OMB

Washington, D.C. 20549

3235-0287 Number: January 31,

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: 2005 Estimated average

0.5

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

burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hendricks Kimberly A.

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HEXCEL CORP /DE/ [HXL]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction (Month/Day/Year)

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

C/O HEXCEL CORPORATION, 281 TRESSER

(Street)

11/16/2015

VP, Corp. Controller & CAO

BLVD., 16TH FLOOR

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

STAMFORD, CT 06901

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect

Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

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

Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) Following (Instr. 4)

Reported (A) Transaction(s) or (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)

3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 1. Title of 7. Title and Amount of 8. Price Derivative (Month/Day/Year) Execution Date, if Transactionof **Expiration Date** Underlying Securities Deriva Conversion

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	(1)	11/16/2015		A	1.3 (2)		(3)	(3)	Common Stock	1.3	<u>(1</u>
Restricted Stock Units (1)	(1)	11/16/2015		A	2.02 (4)		(3)	(3)	Common Stock	2.02	<u>(1</u>

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hendricks Kimberly A. C/O HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901

VP, Corp. Controller & CAO

Signatures

/s/Kimberly A. Hendricks by Adam P. Gold, Attorney-in-fact

11/17/2015

**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 underlying Restricted Stock Units ("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.
- As previously reported, on January 28, 2014, the reporting person was granted 877 RSUs, 293 of which vested on January 28, 2015 and converted into shares of common stock on such date. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 1.30 dividend equivalent rights reflect dividend equivalent rights at \$43.96 per RSU owned by the reporting person on the record date and credited to the reporting person's account on November 16, 2015.
- (3) The underlying 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.
- As previously reported, on January 27, 2015, the reporting person was granted 907 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 2.02 dividend equivalent rights reflect dividend equivalent rights at \$43.96 per RSU owned by the reporting person on the record date and credited to the reporting person's account on November 16, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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