HEXCEL CORP /DE/ Form 4 May 12, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hennemuth Robert George

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) (Last)

HEXCEL CORP /DE/ [HXL]

(Check all applicable)

C/O HEXCEL

CORPORATION, 281 TRESSER BLVD., 16TH FLOOR

3. Date of Earliest Transaction

(Month/Day/Year) 05/11/2016

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

SVP, Human Resources

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

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

STAMFORD, CT 06901

(Instr. 3)

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

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s)

Code V Amount (D) Price

or (Instr. 3 and 4)

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

Transactionof

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Price Underlying Securities Deriva

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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)	05/11/2016		A	2.42 (2)		(3)	(3)	Common Stock	2.42	<u>(1</u>
Restricted Stock Units (1)	(1)	05/11/2016		A	5.13 (4)		<u>(3)</u>	(3)	Common Stock	5.13	<u>(1</u>
Restricted Stock Units (1)	<u>(1)</u>	05/11/2016		A	8.36 (5)		(3)	(3)	Common Stock	8.36	<u>(1</u>

Reporting Owners

Reporting Owner Name / Address Relationships

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 Adam P. Gold, Attorney-in-fact

05/12/2016

**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 2,913 RSUs, 972 of which vested on January 28, 2015 and converted into shares of common stock on such date, and 978 of which vested on January 28, 2016 and converted into shares of common
- (2) 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 2.42 dividend equivalent rights reflect dividend equivalent rights at \$44.50 per RSU owned by the reporting person on the record date and credited to the reporting person's account on May 11, 2016.
- (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.

Reporting Owners 2

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- As previously reported, on January 27, 2015, the reporting person was granted 3,088 RSUs, 1,036 of which vested on January 27, 2016 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 5.13 dividend equivalent rights reflect dividend equivalent rights at \$44.50 per RSU owned by the reporting person on the record date and credited to the reporting person's account on May 11, 2016.
- As previously reported, on January 26, 2016, the reporting person was granted 3,376 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 8.36 dividend equivalent rights reflect dividend equivalent rights at \$44.50 per RSU owned by the reporting person on the record date and credited to the reporting person's account on May 11, 2016.

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.