HEXCEL CORP /DE/ Form 4 May 12, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * CAMPBELL JEFFREY C

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

HEXCEL CORP /DE/ [HXL]

5. Relationship of Reporting Person(s) to Issuer

Officer (give title

(Middle)

3. Date of Earliest Transaction

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

(Check all applicable) X_ Director 10% Owner

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O HEXCEL CORPORATION, 281 TRESSER

BLVD., 16TH FLOOR

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

below)

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

STAMFORD, CT 06901

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Securities Form: Direct Indirect

Security (Instr. 3)

(City)

1. Title of

Derivative

Conversion

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

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

Beneficially Owned Following

(D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Other (specify

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.

(Month/Day/Year) Execution Date, if

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Expiration Date

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Transactionof

3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 1. Title of 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	5.39 (2)		(3)	<u>(3)</u>	Common Stock	5.39	<u>(1</u>
Restricted Stock Units (1)	<u>(1)</u>	05/11/2016		A	6.26 (4)		(3)	(3)	Common Stock	6.26	<u>(1</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
and the second	Director	10% Owner	Officer	Other			
CAMPBELL JEFFREY C							
C/O HEXCEL CORPORATION	X						
281 TRESSER BLVD., 16TH FLOOR	Λ						
STAMFORD, CT 06901							

Signatures

/s/ Jeffrey C. Campbell by Adam P. Gold,
Attorney-in-fact

**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 May 7, 2015, the reporting person was granted 2,169 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 5.39 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.
- As previously reported, on May 8, 2014, the reporting person was granted 2,508 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 6.26 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.

Reporting Owners 2

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