Hennemuth Robert George Form 4 August 11, 2017

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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obligations may continue. See Instruction

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)

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) (Last)

HEXCEL CORP /DE/ [HXL] 3. Date of Earliest Transaction

(Check all applicable)

C/O HEXCEL CORPORATION, 281 TRESSER

(Street)

BLVD., 16TH FLOOR

(Month/Day/Year)

X_ Officer (give title below)

Other (specify

10% Owner

08/10/2017

EVP, Human Resources

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

Filed(Month/Day/Year)

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

STAMFORD, CT 06901

(State) (Zip) (City)

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

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities 3. 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 Ownership (I) (Instr. 4) (Instr. 4)

(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)

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

1

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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)	08/10/2017		A	2.48 (2)		(3)	(3)	Common Stock	2.48	<u>(1</u>
Restricted Stock Units (1)	(1)	08/10/2017		A	5.39 (4)		(3)	(3)	Common Stock	5.39	<u>(1</u>
Restricted Stock Units (1)	(1)	08/10/2017		A	7.04 (5)		(3)	(3)	Common Stock	7.04	<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

EVP, Human Resources

Signatures

/s/ Robert G. Hennemuth by Adam P. Gold, Attorney-in-fact

08/11/2017

**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 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, and 1,045 of which vested on January 27, 2017 and converted into shares of
- (2) 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 2.48 dividend equivalent rights reflect dividend equivalent rights at \$52.87 per RSU owned by the reporting person on the record date and credited to the reporting person's account on August 10, 2017.
- (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 26, 2016, the reporting person was granted 3,376 RSUs, 1,137 of which vested on January 26, 2017 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 5.39 dividend equivalent rights reflect dividend equivalent rights at \$52.87 per RSU owned by the reporting person on the record date and credited to the reporting person's account on August 10, 2017.
- As previously reported, on January 30, 2017, the reporting person was granted 2,974 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 7.04 dividend equivalent rights reflect dividend equivalent rights at \$52.87 per RSU owned by the reporting person on the record date and credited to the reporting person's account on August 10, 2017.

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.