Edgar Filing: SMALL ROBERT J - Form 4

SMALL ROE Form 4											
November 18	Л								OMB APPROVAL		
	- UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287		
Check this if no longe subject to Section 16 Form 4 or	er STATEM I	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: January 31 200 Estimated average burden hours per response 0.		
Form 5 obligations may contin <i>See</i> Instruct 1(b).	s Section $17(a)$	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 Ro	esponses)										
SMALL ROBERT J Symbol			er Name and Ticker or Trading EL CORP /DE/ [HXL]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Mi	ddle) 3. Date of	3. Date of Earliest Transaction			(Check an applicable)					
	HIRE PARTNER	11,10,20	-				_X_ Director Officer (give below)		6 Owner er (specify		
(Street) 4. If Ame			ndment, Date Original			6. Individual or Joint/Group Filing(Check					
BOSTON, M	th/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)))	SecuritiesIBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	11/16/2004		А	1,590	А	\$0	1,590	D (1) (2)			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not 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)

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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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
SMALL ROBERT J C/O BERKSHIRE PARTNERS LLC ONE BOSTON PLACE, SUITE 3300 BOSTON, MA 02108		Х						
Signatures								
/s/ Robert J. Small	11/18/2004	Ļ						
<u>**</u> Signature of	Date							

Reporting Person

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).

Consists of Restricted Stock Units ("RSUs"), commonly referred to as "phantom stock," granted under the Hexcel Corporation 2003 Incentive Stock Plan. The RSUs vest in three equal installments on the grant date (November 16, 2004) and on the first and second

(1) anniversaries of the grant date and convert into an equal number of shares of common stock on the second anniversary of the grant date, unless the grantee elects to defer conversion until such time as the grantee ceases to be a director of Hexcel Corporation. Vesting and conversion are subject to certain acceleration and termination provisions.

These RSUs were granted to the Reporting Person, a managing director of Berkshire Partners LLC, in his capacity as a director of the issuer. Pursuant to an agreement between the Reporting Person and Berkshire Partners LLC("Berkshire"), Berkshire has an economic

(2) interest in these options. The Reporting Person disclaims beneficial ownership of such options except to the extent of his pecuniary interest, if any.

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.