

HEXCEL CORP /DE/
Form 3
May 12, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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)

| | | | | | |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Merlot Thierry</p> <p>(Last) (First) (Middle)</p> <p>HEXCEL CORPORATION,Â 281 TRESSER BLVD.</p> <p>(Street)</p> <p>STAMFORD,Â CTÂ 06901</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/05/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HEXCEL CORP /DE/ [HXL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President, Aerospace - EMEA/AP</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 35,013 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units ⁽¹⁾ | Â ⁽²⁾ | 01/27/2017 | Common Stock | 1,308.1 | \$ 0 | D | Â |
| Restricted Stock Units ⁽¹⁾ | Â ⁽²⁾ | 01/26/2018 | Common Stock | 1,349.39 | \$ 0 | D | Â |
| Non-Qualified Stock Option ⁽³⁾ | Â ⁽⁴⁾ | 01/26/2019 | Common Stock | 17,495 | \$ 7.83 | D | Â |
| Non-Qualified Stock Option ⁽³⁾ | Â ⁽⁴⁾ | 02/01/2020 | Common Stock | 16,100 | \$ 10.9 | D | Â |
| Non-Qualified Stock Option ⁽³⁾ | Â ⁽⁴⁾ | 01/31/2021 | Common Stock | 12,300 | \$ 19.02 | D | Â |
| Non-Qualified Stock Option ⁽³⁾ | Â ⁽⁴⁾ | 01/30/2022 | Common Stock | 10,067 | \$ 25.03 | D | Â |
| Non-Qualified Stock Option ⁽³⁾ | Â ⁽⁴⁾ | 01/28/2023 | Common Stock | 6,336 | \$ 28.27 | D | Â |
| Non-Qualified Stock Option ⁽³⁾ | Â ⁽⁴⁾ | 01/28/2024 | Common Stock | 4,192 | \$ 43.01 | D | Â |
| Non-Qualified Stock Option ⁽³⁾ | Â ⁽⁴⁾ | 01/27/2025 | Common Stock | 5,611 | \$ 43.96 | D | Â |
| Non-Qualified Stock Option ⁽³⁾ | Â ⁽⁴⁾ | 01/26/2026 | Common Stock | 5,397 | \$ 41.71 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Merlot Thierry HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD,Â CTÂ 06901 | Â | Â | Â President, Aerospace - EMEA/AP | Â |

Signatures

/s/ Thierry Merlot, 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 5(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 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.

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- (2) The RSUs vest and convert into an equivalent number of shares of Common Stock on the second anniversary from the grant date. Vesting of the RSUs is also subject to certain acceleration and termination provisions.
- (3) Non-Qualified Options ("NQOs") granted in a transaction exempt under Rule 16b.
- (4) The NQOs become vested with respect to one-third of the shares of Common Stock subject thereto on each of the first three anniversaries of the date of grant. Vesting of the NQOs is also subject to certain acceleration and termination provisions.

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

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