

BERGES DAVID E
Form 4
March 11, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
BERGES DAVID E

2. Issuer Name and Ticker or Trading Symbol
HEXCEL CORP /DE/ [HXL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
HEXCEL CORPORATION, 281
TRESSER BLVD.

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(Street)
STAMFORD, CT 06901

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|-----------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 03/10/2011 | | M | | 80,609 | A | \$ 10.5 | 411,327 | D | |
| Common Stock | 03/10/2011 | | M | | 40,000 | A | \$ 10.5 | 451,327 | D | |
| Common Stock | 03/10/2011 | | S ⁽¹⁾ | | 80,609 | D | \$ 18.0326 | 370,718 | D | |
| Common Stock | 03/10/2011 | | F | | 30,150 | D | \$ 18 | 340,568 | D | |
| Common Stock | | | | | | | | 74,848 | I | By Berges |

Signatures

/s/David E. Berges, by Adam P. Gold,
Attorney-in-fact

03/11/2011

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 15, 2011.
The price reported in column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$18.00 to \$18.34, inclusive. The reporting person undertakes to provide Hexcel Corporation, any security holder of Hexcel Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range of this footnote (2).
- (2) These shares were exchanged with Hexcel Corporation in a stock-for-stock swap transaction to pay for the NQO exercise price and tax withholding required upon exercise of NQOs.
- (3) Non-Qualified Options ("NQOs") granted in a transaction exempt under Rule 16b.
The NQO becomes exercisable in full on July 29, 2011, but is subject to earlier vesting in equal one-third parts if the price of a share of Hexcel common stock reaches \$15.75, \$21.00 and \$26.25 over consecutive thirty-day trading periods. The option vested as to one-third of the underlying shares in 2005 as Hexcel stock closed at \$15.75 or higher for thirty consecutive days, and vested as to an additional third of the underlying shares in 2006 as Hexcel stock closed at \$21.00 or higher for thirty consecutive days.
- (5) The NQOs vested over four years at a rate of one-sixteenth of the shares at the end of each three month period beginning with the three month period ending October 31, 2001.
- (6)

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.