

HEXCEL CORP /DE/  
Form 4  
November 17, 2015

**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 \*  
GENDRON THOMAS A

(Last) (First) (Middle)

C/O HEXCEL CORPORATION, 281 TRESSER BLVD., 16TH FLOOR

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/16/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

**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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----|-------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code                                                                                          | V                                                        | Amount                            | (D) | Price |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--------------|-----------------------------------------|----------------------------------------------|----------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--------------|-----------------------------------------|----------------------------------------------|----------|

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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 <sup>(1)</sup> | <u>(1)</u>                               | 11/16/2015           | A               | 5.6 <sup>(2)</sup>                                                         | <u>(3)</u>       | <u>(3)</u>       | Common Stock   | 5.6 <sup>(1)</sup>         |
| Restricted Stock Units <sup>(1)</sup> | <u>(1)</u>                               | 11/16/2015           | A               | 4.82 <sup>(4)</sup>                                                        | <u>(3)</u>       | <u>(3)</u>       | Common Stock   | 4.82 <sup>(1)</sup>        |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                   | Director      | 10% Owner | Officer | Other |
| GENDRON THOMAS A<br>C/O HEXCEL CORPORATION<br>281 TRESSER BLVD., 16TH FLOOR<br>STAMFORD, CT 06901 | X             |           |         |       |

## Signatures

/s/ Thomas A. Gendron, by Adam P. Gold  
 Attorney-in-fact  
 \*\*Signature of Reporting Person  
 11/17/2015  
 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.  
 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 5.60 dividend equivalent rights reflect dividend equivalent rights at \$43.96 per RSU owned by the reporting person on the record date and credited to the reporting person's account on November 16, 2015.  
 The underlying RSUs vest ratably over the one year following the grant date and convert into an equivalent number of shares of Common Stock at such time as the grantee ceases to be a member of Hexcel's Board. Vesting and conversion are subject to certain acceleration and termination provisions.
- (3) Stock at such time as the grantee ceases to be a member of Hexcel's Board. Vesting and conversion are subject to certain acceleration and termination provisions.
- (4) As previously reported, on May 7, 2016, 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 4.82 dividend equivalent rights reflect dividend equivalent rights at \$43.96 per RSU owned by the reporting person on the record date and credited to the reporting person's account on November 16, 2015.

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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