

HEXCEL CORP /DE/  
Form 4  
August 11, 2005

**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 \*  
SMALL ROBERT J

(Last) (First) (Middle)

C/O BERKSHIRE PARTNERS  
LLC, ONE BOSTON PLACE,  
SUITE 3300

(Street)

BOSTON, MA 02108

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/09/2005

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 08/09/2005                           |                                                    | C                              | 3,200,999                                                         | A \$ 3 (2) 3,200,999                                                                          | I                                                        | See Footnote (1)                                      |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 3,093                                                                                         | D                                                        |                                                       |
| Common Stock                    | 08/09/2005                           |                                                    | S                              | 3,200,999                                                         | D \$ 17.1 0                                                                                   | I                                                        | See Footnote (1)                                      |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 3,093                                                                                         | D                                                        |                                                       |

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

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(9-02)

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |        |                      |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------|----------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                      | Date Exercisable                                         | Expiration Date                                               | Title  | Amount Number Shares |
| Series A Convertible Preferred Stock       | \$ 3 <sup>(2)</sup>                                    | 08/09/2005                           |                                                    | C                              | 9,603                                                                          | 03/19/2003 01/22/2010                                    | Common Stock                                                  | 3,200, |                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                  | Director      | 10% Owner | Officer | Other |
| SMALL ROBERT J<br>C/O BERKSHIRE PARTNERS LLC<br>ONE BOSTON PLACE, SUITE 3300<br>BOSTON, MA 02108 |               | X         |         |       |

## Signatures

/s/ Robert J. Small  
08/11/2005  
Date

\*\*Signature of 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).
- (1) Other than 3,093 shares of Common Stock, which represent Restricted Stock Units granted to the Reporting Person under the Hexcel Corporation 2003 Incentive Stock Plan in his capacity as a director of the issuer, the shares reported on this statement were beneficially owned by or through certain affiliated investment entities. The Reporting Person disclaims beneficial ownership of any shares except to the extent of his pecuniary interest therein, if any.
- (2) The conversion rate of the Series A Convertible Preferred Stock is determined using a conversion price initially equal to \$3.00 (subject to adjustment in certain circumstances as provided in the applicable Certificate of Designations). On this basis, each share of Series A

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Convertible Preferred Stock is convertible into a number of shares of Common Stock equal to \$1000.00/\$3.00.

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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