

GS ADVISORS 2000 LLC
 Form 4
 January 03, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 STONE STREET 2000 LLC

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)
 85 BROAD STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/29/2005

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

NEW YORK, NY 10004

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/29/2005		C		14,107,999 <u>(3)</u> <u>(4)</u>	A	\$ 3 <u>(4)</u>
					14,114,979	I	

See footnotes
(1) (2) (5) (6)
(7) (8) (9)
(10) (11) (12)
(13) (14)

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.

SEC 1474
 (9-02)

Edgar Filing: GS ADVISORS 2000 LLC - Form 4

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 Acquired (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 of Shares
Series A Convertible Preferred Stock	\$ 3 ⁽⁴⁾	12/29/2005		C	42,324	03/19/2003 01/22/2010	Common Stock	14,100	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STONE STREET 2000 LLC 85 BROAD STREET NEW YORK, NY 10004		X		
GS ADVISORS 2000 LLC 85 BROAD ST NEW YORK, NY 10004		X		
LXH HOLDINGS CORP 85 BROAD ST NEW YORK, NY 10004		X		
LXH HOLDINGS LP 85 BROAD ST NEW YORK, NY 10004		X		
LXH LLC 85 BROAD ST NEW YORK, NY 10004		X		
LXH II LLC 85 BROAD ST NEW YORK, NY 10004		X		

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact

01/03/2006

**Signature of Reporting Person

Date

01/03/2006

Edgar Filing: GS ADVISORS 2000 LLC - Form 4

- Each of (i) GS Capital, the managing member of LXH, the managing general partner of LXH L.P. and the sole stockholder of LXH Corp., and (ii) GS Advisors, the general partner of GS Capital, may be deemed to beneficially own indirectly an aggregate of 42 shares of Common Stock by reason of LXH's beneficial ownership of such shares. Each of GS Capital and GS Advisors disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein.
- (7) LXH Corp., the limited partner of LXH L.P., may be deemed to beneficially own indirectly 1.45 shares of Common Stock by reason of LXH's beneficial ownership of such shares. LXH Corp. disclaims beneficial ownership of the shares of Common Stock described herein except to the extent of its pecuniary interest therein.
- LXH L.P., a member of LXH, may be deemed to beneficially own indirectly 1.69 shares of Common Stock by reason of LXH's beneficial ownership of such shares. LXH L.P. disclaims beneficial ownership of the shares of Common Stock described herein except to the extent of its pecuniary interest therein. LXH may be deemed to beneficially own directly 42 shares of Common Stock. Each of (i)
- (8) GS Offshore, the managing member of LXH II, and (ii) GS Advisors, the general partner of GS Offshore, may be deemed to beneficially own indirectly 15 shares of Common Stock by reason of LXH II's beneficial ownership of such shares. Each of GS Offshore and GS Advisors disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein.
- Each of (i) GS Germany, a member of LXH II, (ii) GS GmbH, the sole managing partner of GS Germany, and (iii) GS oHG, the sole stockholder of GS GmbH, may be deemed to beneficially own indirectly 2 shares of Common Stock by reason of LXH II's beneficial ownership of such shares. Each of GS Germany, GS GmbH and GS oHG disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein. Each of (i) GS Employee, a member of LXH II and (ii) GS Employee 2000, the general partner of GS Employee, may be deemed to beneficially own indirectly 14 shares of Common Stock by reason of LXH II's beneficial ownership of such shares. Each of GS Employee and GS Employee 2000 disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein.
- (9)
- Each of (i) Stone Street, a member of LXH II and (ii) Stone 2000, the general partner of Stone Street, may be deemed to beneficially own indirectly 1 share of Common Stock by reason of LXH II's beneficial ownership of such shares. Each of Stone Street and Stone 2000 disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein.
- (10)
- GS Group and Goldman Sachs may be deemed to beneficially own indirectly 14,107,999 shares of Common Stock by reason of the beneficial ownership of such shares by the Limited Partnerships. GS Capital may be deemed to beneficially own directly 8,034,913 shares of Common Stock. GS Offshore may be deemed to beneficially own directly 2,919,392 shares of Common Stock. GS Germany may be deemed to beneficially own directly 335,933 shares of Common Stock. GS Employee may be deemed to beneficially own directly 2,552,816 shares of Common Stock. Stone Street may be deemed to beneficially own directly 264,945 shares of Common Stock. (continued in next footnote)
- (11)
- Affiliates of GS Group and Goldman Sachs are the general partners or managing partners of the Limited Partnerships. Goldman Sachs is the investment manager of the Limited Partnerships. Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the shares of Common Stock owned beneficially and directly by the Limited Partnerships, except to the extent of their pecuniary interest therein.
- (12)
- GS Advisors may be deemed to beneficially own indirectly (i) an aggregate of 8,034,913 shares of Common Stock by reason of GS Capital's beneficial ownership of such shares and (ii) an aggregate of 2,919,392 shares of Common Stock by reason of GS Offshore's beneficial ownership of such shares. GS Advisors disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein. Each of GS GmbH and GS oHG may be deemed to beneficially own indirectly an aggregate of 335,933 shares of Common Stock by reason of GS Germany's beneficial ownership of such shares. Each of GS GmbH and GS oHG disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein.
- (13)
- GS Employee 2000 may be deemed to beneficially own indirectly an aggregate of 2,552,816 shares of Common Stock by reason of GS Employee's beneficial ownership of such shares. GS Employee 2000 disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein. Stone 2000 may be deemed to beneficially own indirectly an aggregate of 264,945 shares of Common Stock by reason of Stone Street's beneficial ownership of such shares. Stone 2000 disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein.
- (14)
- (15) As a result of the Conversion, the Reporting Persons no longer beneficially own, either directly or indirectly, any shares of Series A Preferred Stock.

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.