

GRAVES JEFFREY A
Form 4
August 13, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
GRAVES JEFFREY A

(Last) (First) (Middle)

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)
08/10/2018

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

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | (Instr.) | |
|---------------------------------------|------------------------------|------------------|------------|---|------|-----|------------------|-----------------|--------------|----------------------------|----|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 08/10/2018 | A | | 5.65 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 5.65 | \$ |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 08/10/2018 | A | | 4.86 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 4.86 | \$ |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 08/10/2018 | A | | 5.29 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 5.29 | \$ |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 08/10/2018 | A | | 4.56 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 4.56 | \$ |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 08/10/2018 | A | | 0.63 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 0.63 | \$ |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 08/10/2018 | A | | 0.61 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 0.61 | \$ |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 08/10/2018 | A | | 3.49 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 3.49 | \$ |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 08/10/2018 | A | | 0.59 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 0.59 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRAVES JEFFREY A HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901 | | | X | |

Signatures

/s/ Steven A. Wein, as attorney-in-fact for Jeffrey A. Graves

08/13/2018

__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) Each restricted stock unit ("RSU") represents a conditional right to receive one share of common stock of the issuer. Dividend equivalents in the form of additional RSUs ("Additional RSUs") accrue with respect to RSUs (and any Additional RSUs previously accrued) when dividends are paid on shares of common stock of the issuer.

(2) The RSUs and Additional RSUs vest in equal increments on a daily basis over one year and convert into an equivalent number of shares of common stock of the issuer on the first anniversary of the grant date. In accordance with the reporting person's deferral election, the shares of common stock underlying the reporting person's vested RSUs and Additional RSUs, will be converted into an equivalent number of shares of common stock of the issuer following the date the reporting person ceases to be a member of the board of directors of the issuer.

(3) As previously reported, (i) on May 8, 2014, the reporting person was granted 2,508 RSUs pursuant to the Hexcel Corporation 2013 Stock Incentive Plan (the "2013 Plan") and (ii) the reporting person has received aggregate dividend equivalents in the form of 77.25 Additional RSUs since the grant date. On August 10, 2018, the reporting person received dividend equivalents in the form of 5.65 Additional RSUs, based on the \$68.63 market price per underlying share on the dividend payment date.

(4) As previously reported, (i) on May 7, 2015, the reporting person was granted 2,169 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 56.87 Additional RSUs since the grant date. On August 10, 2018, the reporting person received dividend equivalents in the form of 4.86 Additional RSUs, based on the \$68.63 market price per underlying share on the dividend payment date.

(5) As previously reported, (i) on May 5, 2016, the reporting person was granted 2,382 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 40.76 Additional RSUs since the grant date. On August 10, 2018, the reporting person received dividend equivalents in the form of 5.29 Additional RSUs, based on the \$68.63 market price per underlying share on the dividend payment date.

(6) As previously reported, (i) on May 4, 2017, the reporting person was granted 2,072 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 16.84 Additional RSUs since the grant date. On August 10, 2018, the reporting person received dividend equivalents in the form of 4.56 Additional RSUs, based on the \$68.63 market price per underlying share on the dividend payment date.

(7) As previously reported, (i) on January 5, 2018, the reporting person was granted 289 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 1.06 Additional RSUs since the grant date. On August 10, 2018, the reporting person received dividend equivalents in the form of 0.63 Additional RSUs, based on the \$68.63 market price per underlying share on the dividend payment date.

(8) As previously reported, (i) on April 13, 2018, the reporting person was granted 282 RSUs pursuant to 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 0.50 Additional RSUs since the grant date. On August 10, 2018, the reporting person received dividend equivalents in the form of 0.61 Additional RSUs, based on the \$68.63 market price per underlying share on the dividend payment date.

(9) As previously reported, (i) on May 3, 2018, the reporting person was granted 1,595 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 2.86 Additional RSUs since the grant date. On August 10, 2018, the reporting person received dividend equivalents in the form of 3.49 Additional RSUs, based on the \$68.63 market price per underlying share on the dividend payment date.

(10) As previously reported, on July 6, 2018, the reporting person was granted 272 RSUs pursuant to the 2013 Plan. On August 10, 2018, the reporting person received dividend equivalents in the form of 0.59 Additional RSUs, based on the \$68.63 market price per underlying share on the dividend payment date.

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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