

GENDRON THOMAS A

Form 4

February 14, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

02/12/2019

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)
			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 of	5. Number	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 <u>(1)</u>	<u>(1)</u>	02/12/2019	A		5.46		<u>(2)</u>	<u>(2)</u>	Common Stock	5.46	\$
Restricted Stock Units <u>(1)</u>	<u>(1)</u>	02/12/2019	A		4.7		<u>(2)</u>	<u>(2)</u>	Common Stock	4.7	\$
Restricted Stock Units <u>(1)</u>	<u>(1)</u>	02/12/2019	A		5.12		<u>(2)</u>	<u>(2)</u>	Common Stock	5.12	\$
Restricted Stock Units <u>(1)</u>	<u>(1)</u>	02/12/2019	A		4.41		<u>(2)</u>	<u>(2)</u>	Common Stock	4.41	\$
Restricted Stock Units <u>(1)</u>	<u>(1)</u>	02/12/2019	A		3.37		<u>(2)</u>	<u>(2)</u>	Common Stock	3.37	\$

Reporting Owners

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

Signatures

/s/ Heather M. DeGregorio, as attorney-in-fact for Thomas A. Gendron

02/14/2019

 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

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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, in accordance with the reporting person's deferral election, 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 89.17 Additional RSUs since the grant date. On February 12, 2019, the reporting person received dividend equivalents in the form of 5.46 Additional RSUs, based on the \$71.28 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 67.13 Additional RSUs since the grant date. On February 12, 2019, the reporting person received dividend equivalents in the form of 4.70 Additional RSUs, based on the \$71.28 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 51.93 Additional RSUs since the grant date. On February 12, 2019, the reporting person received dividend equivalents in the form of 5.12 Additional RSUs, based on the \$71.28 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 26.47 Additional RSUs since the grant date. On February 12, 2019, the reporting person received dividend equivalents in the form of 4.41 Additional RSUs, based on the \$71.28 market price per underlying share on the dividend payment date.

- (7) 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 10.23 Additional RSUs since the grant date. On February 12, 2019, the reporting person received dividend equivalents in the form of 3.37 Additional RSUs, based on the \$71.28 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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