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| HEXCEL COR Form 4 | P /DE/ | | | | | | | | | |
|---|------------------------------------|----------------|---|--|---------------------------|--|---|--|---|--|
| November 17, 2 | 2015 | | | | | | | | | |
| FORM | 4 UNITED | STATES | | | | | COMMISSIO | N OMB | PPROVAL 3235-0287 | |
| Washington, D.C. 20549 Check this box if no longer while to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O | | | | | | WNERSHIP OF | Number: Expires: | January 31, 2005 | | |
| subject to Section 16.SECURITIESEstimated average burden hours per responseForm 4 or Form 5Filed 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 1(b).0.1 | | | | | | | | | | |
| (Print or Type Resp | ponses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> GRAVES JEFFREY A | | | 2. Issuer Name and Ticker or Trading Symbol HEXCEL CORP /DE/ [HXL] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) (First) (Middle) C/O HEXCEL CORPORATION, 281 TRESSER BLVD., 16TH FLOOR | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/16/2015 | | | | (Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Other (specify below) | | | |
| | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Tal | ole I - Non-I | Derivative | Securities A | cquired, Disposed | of, or Beneficia | ally Owned | |
| | Fransaction Date onth/Day/Year) | Execution any | Date, if | 3. Transactio Code (Instr. 8) Code V | Disposed (Instr. 3, 4 | (A) or of (D) | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Reminder: Report | on a separate line | e for each cla | ass of sec | urities benef | ficially own | ned directly of | or indirectly. | | | |
| ľ | · | | | | Perso inforn requir | ns who res nation cont ed to respo bys a curre | spond to the colle tained in this forn ond unless the fo ntly valid OMB co | n are not rm | SEC 1474 (9-02) | |
| | Tab | | | | | posed of, or convertible : | Beneficially Owner securities) | i | | |

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

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | | | (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 (1) | <u>(1)</u> | 11/16/2015 | | А | 5.6 (2) | | <u>(3)</u> | <u>(3)</u> | Common Stock | 5.6 | <u>(1</u> |
| Restricted Stock Units (1) | <u>(1)</u> | 11/16/2015 | | А | 4.82 (4) | | (3) | (3) | Common Stock | 4.82 | <u>(1</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|--------|--|--|--|
| reporting of the Funder Frederess | Director | 10% Owner | Officer | Other | | | |
| GRAVES JEFFREY A C/O HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/Dr. Jeffrey A. Graves by Adam P. Go | ld, | | 11/1 | 7/2015 | | | |

Attorney-in-fact
<u>**</u>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) 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

(2) 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

(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.

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

(4) the unvested KSOS when and as dividends are paid on nexcer common stock. The 4.62 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.

Reporting Owners

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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.