

HEXCEL CORP /DE/
Form 4
November 10, 2016

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)
11/09/2016

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>	11/09/2016	A		5.06 <u>(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	5.06	<u>(1)</u>
Restricted Stock Units <u>(1)</u>	<u>(1)</u>	11/09/2016	A		5.87 <u>(4)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	5.87	<u>(1)</u>
Restricted Stock Units <u>(1)</u>	<u>(1)</u>	11/09/2016	A		5.5 <u>(5)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	5.5	<u>(1)</u>

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/ Thomas A. Gendron, by Adam P. Gold
Attorney-in-fact

11/10/2016

 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. Upon vesting, RSUs are converted into an equivalent number of shares of Common Stock that are distributed to the grantee.

(2) As previously reported, on May 7, 2015, 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 5.06 dividend equivalent rights reflect dividend equivalent rights at \$47.73 per RSU owned by the reporting person on the record date and credited to the reporting person's account on November 9, 2016.

(3) The underlying RSUs vest ratably over the one year period following the grant date, and convert into an equal number of shares of common stock at such time as the grantee ceases to be a member of Hexcel's Board of Directors. Vesting and conversion are subject to certain acceleration and termination provisions.

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(4) As previously reported, on May 8, 2014, the reporting person was granted 2,508 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 5.87 dividend equivalent rights reflect dividend equivalent rights at \$47.73 per RSU owned by the reporting person on the record date and credited to the reporting person's account on November 9, 2016.

(5) As previously reported, on May 5, 2016, the reporting person was granted 2,382 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 5.50 dividend equivalent rights reflect dividend equivalent rights at \$47.73 per RSU owned by the reporting person on the record date and credited to the reporting person's account on November 9, 2016.

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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