

HEXCEL CORP /DE/  
Form 4/A  
January 26, 2007

**FORM 4**

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

OMB APPROVAL

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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 \*  
FORSYTH STEPHEN C

(Last) (First) (Middle)  
HEXCEL CORPORATION, 281  
TRESSER BLVD.  
(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)  
02/07/2006

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/10/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. Vice President and CFO

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock <u>(1)</u>	02/07/2006		M		1,482 <u>(2)</u> \$ 0	159,174 <u>(2)</u>	D
Common Stock <u>(3)</u>	02/07/2006		F		458 <u>(2)</u> \$ 22	158,716 <u>(2)</u>	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)



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The PARS were granted in a transaction exempt under Rule 16b. Upon vesting, PARS are converted into an equivalent number of shares of Common Stock that are distributed to the grantee.

The performance condition set forth in the PARS was satisfied on February 7, 2006. The terms of the PARS agreement specifies that the PARS would convert on January 1, 2008 or, if the performance condition was met earlier, at the time the performance condition was met.

- (5) However, the PARS agreement also provides that notwithstanding the forgoing, conversion of PARS will be delayed to the extent necessary to ensure that Hexcel can deduct the compensation expense associated with the conversion of the PARS. This proviso was applicable in 2006 to prevent conversion of 11,318 of the PARS.

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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