

Hendricks Kimberly A.
Form 4
July 31, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hendricks Kimberly 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)
07/27/2018

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)
SVP, Corp. Controller & CAO

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)
				(A) or (D)	Price		
Common Stock	07/27/2018		M	1,176 (1)	A \$ 0	23,998	D
Common Stock	07/27/2018		F	483 (2)	D \$ 68.68	23,515	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(3)	07/27/2018		M	1,176	(4) (4)	Common Stock	1,176

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hendricks Kimberly A. HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901			SVP, Corp. Controller & CAO	

Signatures

/s/ Steven A. Wein, as attorney-in-fact for Kimberly A. Hendricks

 **Signature of Reporting Person
 07/31/2018
 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) Represents shares of common stock of the issuer acquired upon the vesting of restricted stock units granted on July 27, 2017 pursuant to the Hexcel Corporation 2013 Stock Incentive Plan (the "Original RSUs") and additional restricted stock units ("Additional RSUs", together with the Original RSUs, the "RSUs") constituting dividend equivalent rights accrued with respect to the Original RSUs and any previously issued Additional RSUs. In connection with the vesting, all fractional Additional RSUs constituting dividend equivalent rights accrued were cancelled.
 - (2) Represents shares of common stock of the issuer withheld for the payment of taxes due upon conversion of the RSUs.
 - (3) Upon vesting in accordance with the underlying grant agreement, the RSUs are converted into an equivalent number of shares of common stock of the issuer.
 - (4) The RSUs vest and convert into an equivalent number of shares of common stock of the issuer in equal installments on the first three anniversaries of the grant date.
 - (5) Includes Additional RSUs constituting dividend equivalent rights accrued with respect to the Original RSUs and any previously issued Additional RSUs. On November 8, 2017, the reporting person received 7.12 Additional RSUs constituting dividend equivalent rights,

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based on the \$61.19 market price per underlying share on that date. Due to an administrative error, this transaction was inadvertently omitted from the reporting person's Form 4 filed on November 9, 2017; however, the aggregate number of derivative securities was reported correctly in the reporting person's Form 4 filed on February 14, 2018 and in subsequent Form 4 filings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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.