Pensky Wayne C Form 4 January 05, 2010

## FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

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Form 5 obligations may continue.

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

response...

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Pensky Wayne C Issuer Symbol HEXCEL CORP /DE/ [HXL] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction

**HEXCEL CORPORATION, 281** TRESSER BLVD.

(Street)

(State)

(Zip)

4. If Amendment, Date Original

(Month/Day/Year)

01/01/2010

Director 10% Owner X\_ Officer (give title Other (specify below) below) SVP, CFO 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ 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

### STAMFORD, CT 06901

(City)

		Table	The I - Non-Derivative Securities Acquired, Disposed of, of Beneficiary Owned						
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired nsaction(A) or Disposed of (D)		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock (1)	01/01/2010		M	2,530	A	\$0	47,852	D	
Common Stock (2)	01/01/2010		F	939	D	\$ 12.98	46,913	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. Transactic 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)		Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	(3)	01/01/2010		M	2,530	<u>(4)</u>	<u>(4)</u>	Common Stock	2,530	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
Pensky Wayne C							
HEXCEL CORPORATION			SVP, CFO				
281 TRESSER BLVD.			SVF, CFO				
STAMFORD, CT 06901							

# **Signatures**

/s/ Wayne C. Pensky, by Seth L. Kaplan,
Attorney-in-fact 01/05/2010

\*\*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).
- The Common Stock was acquired upon the conversion of Restricted Stock Units ("RSUs") in accordance with the terms of an underlying Performance Based Award Agreement (the "Agreement") dated January 29, 2007. The RSUs were granted based on the level of attainment of specified financial performance criteria as set forth in the Agreement, and were granted in a transaction exempt under Rule 16b.
- (2) The Common Stock was withheld as payment of tax withholding required upon conversion of RSUs.
- (3) These 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.
- (4) The RSUs vested and converted into an equivalent number of shares of Common Stock on January 1, 2010.

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.

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