Pensky Wayne C Form 4 January 05, 2010

## FORM 4

### OMB APPROVAL

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

OMB Number: 3235-0287

January 31,

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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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

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** Pensky Wayne C |  |          | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>HEXCEL CORP /DE/ [HXL] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |  |  |
|---|--|----------|---|--|--|--|
| (Last) (First) (Mid                                       |  | (Middle) | 3. Date of Earliest Transaction   | (Check all applicable)   |  |  |
| HEXCEL CORPORATION, 281<br>TRESSER BLVD.                  |  | N, 281   | (Month/Day/Year)<br>01/01/2010  | Director 10% Owner _X_ Officer (give title Other (specify below)  SVP, CFO                           |  |  |
| (Street)  |  |          | 4. If Amendment, Date Original  | 6. Individual or Joint/Group Filing(Check  |  |  |
| STAMFORD, CT 06901  |  |          | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |

| (City)                 | (State)                              | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                  |            |                  |             |                                 |                            |                       |
|------------------------|--------------------------------------|--|------------------|------------|------------------|-------------|---------------------------------|----------------------------|-----------------------|
| 1.Title of<br>Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if  | 3.<br>Transactio | 4. Securi  |                  |             | 5. Amount of Securities         | 6. Ownership Form: Direct  | 7. Nature of Indirect |
| (Instr. 3)             | (Wollin Day Tear)                    | any  | Code             | (Instr. 3, |                  | ` ′         | Beneficially                    | (D) or                     | Beneficial            |
|                        |                                      | (Month/Day/Year)   | (Instr. 8)       |            | (A)              |             | Owned<br>Following<br>Reported  | Indirect (I)<br>(Instr. 4) | Ownership (Instr. 4)  |
|                        |                                      |  | Code V           | Amount     | (A)<br>or<br>(D) | Price       | Transaction(s) (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                | \$<br>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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SEC 1474

(9-02)

#### Edgar Filing: Pensky Wayne C - Form 4

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | Code   | 5. Number ion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exerc<br>Expiration D<br>(Month/Day/ | Date               | 7. Title and A Underlying S (Instr. 3 and 4 | Securities                             | 8. Pr<br>Deriv<br>Secu<br>(Instr |
|---|---|---|--------|--|--|--------------------|---|--|----------------------------------|
|   |   |   | Code V | (A) (D)  | Date<br>Exercisable                          | Expiration<br>Date | Title                                       | Amount<br>or<br>Number<br>of<br>Shares |                                  |
| Restricted<br>Stock<br>Units (3)                    | (3)   | 01/01/2010                              | M      | 2,530  | <u>(4)</u>                                   | <u>(4)</u>         | Common<br>Stock                             | 2,530                                  | \$                               |

## **Reporting Owners**

| Reporting Owner Name / Address        | Relationships |           |          |       |  |  |  |
|---------------------------------------|---------------|-----------|----------|-------|--|--|--|
| · · · · · · · · · · · · · · · · · · · | 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.

Reporting Owners 2