Domenichini Andrea Form 4 January 28, 2010

FORM 4

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

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OMB APPROVAL

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

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

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Domenichini Andrea

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP, Operations

Issuer

(First) (Last)

(Middle)

(Zip)

HEXCEL CORP /DE/ [HXL] 3. Date of Earliest Transaction

Director

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

10% Owner Other (specify

C/O HEXCEL

(Street)

(State)

CORPORATION, 281 TRESSER BLVD., 16TH FLOOR

4. If Amendment, Date Original

X_ Officer (give title

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

01/26/2010

X Form filed by One Reporting Person Form filed by More than One Reporting

STAMFORD, CT 06901

(City)

							1	. ,	•
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. Transactio	4. Securities on Acquired (A) or		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	•	any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
		•					Following	(Instr. 4)	(Instr. 4)
							Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1)	01/26/2010		M	1,821	A	\$0	8,412	D	
Common Stock (1)	01/28/2010		M	940	A	\$0	9,352	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	n (Month/Day/Year) Execution Date, if Transaction Det e any Code Securi (Month/Day/Year) (Instr. 8) Acqui (A) or Dispo- (D) (Instr.		Securities Acquired (A) or Disposed of	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (2)	<u>(2)</u>	01/26/2010		M	1,821	(3)	01/26/2012	Common Stock	1,821
Restricted Stock Units (2)	<u>(2)</u>	01/28/2010		M	940	(3)	01/28/2011	Common Stock	940

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

Domenichini Andrea C/O HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901

VP, Operations

Signatures

/s/ Andrea Domenichini by Seth L. Kaplan, Attorney-in-fact

01/28/2010

**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).
- (1) The Common Stock was acquired upon the conversion of Restricted Stock Units ("RSUs") in accordance with the terms of the underlying agreement. The RSUs were granted in a transaction exempt under Rule 16b.
- (2) 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.
- (3) The RSUs vest and convert into an equivalent number of shares of Common Stock in equal installments on the first three anniversaries from the grant date. Vesting of the RSUs is also subject to certain acceleration and termination provisions.

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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