BERGES DAVID E

Form 4 June 13, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BERGES DAVID E**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

HEXCEL CORP /DE/ [HXL]

3. Date of Earliest Transaction

(Month/Day/Year) 06/10/2011

(Check all applicable)

_X__ Director X_ Officer (give title

10% Owner Other (specify

below) Chairman & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

TRESSER BLVD.

HEXCEL CORPORATION, 281

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

STAMFORD, CT 06901

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/10/2011		M	80,609	A	\$ 10.5	444,117	D	
Common Stock	06/10/2011		S(1)	80,609	D	\$ 19.0904 (2)	363,508	D	
Common Stock	06/10/2011		M	40,000	A	\$ 10.5	403,508	D	
Common Stock	06/10/2011		F	29,276 (3)	D	\$ 19.22	374,232	D	
Common Stock							74,848	I	By Berges

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 $\begin{array}{c} 2009 \\ & Grantor \\ & Retained \\ & Annuity \\ & Trust \ I \end{array}$ Common $\begin{array}{c} By \\ Berges \\ Family \\ Trust \end{array}$

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

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SEC 1474

(9-02)

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option	\$ 10.5	06/10/2011		M	80,609	<u>(5)</u>	07/30/2011	Common Stock	80,6
Non-Qualified Stock Option	\$ 10.5	06/10/2011		M	40,000	<u>(6)</u>	07/30/2011	Common Stock	40,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
BERGES DAVID E							
HEXCEL CORPORATION	X		Chairman & CEO				
281 TRESSER BLVD.	Λ		Chaminan & CEO				
STAMFORD, CT 06901							

Reporting Owners 2

Signatures

/s/David E. Berges, by Adam P. Gold, Attorney-in-fact

06/13/2011

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 15, 2011.
- The price reported in column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$18.95 to \$19.39, inclusive. The reporting person undertakes to provide Hexcel Corporation, any security holder of Hexcel Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range of this footnote (2).
- (3) These shares were withheld as payment for the NQO exercise price and tax withholding required upon exercise of NQOs.
- (4) Non-Qualified Options ("NQOs") granted in a transaction exempt under Rule 16b.
- (5) The NQOs vested over four years at a rate of one-sixteenth of the shares at the end of each three month period beginning with the three month period ending October 31, 2001.
- The NQO becomes exercisable in full on July 29, 2011, but is subject to earlier vesting in equal one-third parts if the price of a share of Hexcel common stock reaches \$15.75, \$21.00 and \$26.25 over consecutive thirty-day trading periods. The option vested as to one-third of the underlying shares in 2005 as Hexcel stock closed at \$15.75 or higher for thirty consecutive days, and vested as to an additional third of the underlying shares in 2006 as Hexcel stock closed at \$21.00 or higher for thirty consecutive days.

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.

Signatures 3