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| HEXCEL CORP / | DE/ | | | | | | | | | |
|--|------------------------------|--|---|--|---|--|--|--|---|--|
| Form 4 | | | | | | | | | | |
| November 10, 201 | .6 | | | | | | | | | |
| FORM 4 | | ~~ | ~~~~ | | | ~~~ | | | PPROVAL | |
| | UNITED | STATES | SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | N OMB Number: | 3235-0287 | |
| Check this box if no longer | | | | | Expires: | January 31, 2005 | | | | |
| subject to Section 16. | AENT OF | F CHAN | NGES IN SECUI | Estimated | average | | | | | |
| Form 4 or | | | | | | | | response | • | |
| Form 5 obligations may continue. See Instruction 1(b). | - | a) of the I | Public U | tility Hol | ding Con | | nge Act of 1934, of 1935 or Section 940 | | | |
| (Print or Type Respon | ses) | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Swords Timothy | | | 2. Issuer Name and Ticker or Trading Symbol HEXCEL CORP /DE/ [HXL] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) (H | First) (1 | Middle) | 3. Date of Earliest Transaction | | | - | (Check all applicable) | | | |
| HEXCEL CORPORATION, 281 TRESSER BLVD. | | | (Month/Day/Year) 11/09/2016 | | | Director 10% Owner X_ Officer (give title Other (specify below) President, Industrial | | | | |
| (Street) | | | 4. If Amendment, Date Original | | | 1 | 6. Individual or Joint/Group Filing(Check | | | |
| STAMFORD, CT | Filed(Month/Day/Year) | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| | | | | | | | Person | | | |
| (City) (S | State) | (Zip) | Tab | le I - Non-l | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| | nsaction Date h/Day/Year) | 2A. Deemo Execution any (Month/Da | Date, if | 3. Transactio Code (Instr. 8) | 4. Securiti nAcquired Disposed (Instr. 3, 4 | (A) or of (D) | Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code V | Amount | (D) Price | (Instr. 3 and 4) | | | |
| Reminder: Report on a | a separate line | e for each cla | ass of sec | urities bene | ficially own | ned directly of | or indirectly. | | | |
| 1 | 1 | | | | Perso inform requir | ns who rest nation cont ed to respo ys a curren | spond to the colle ained in this form ond unless the fo ntly valid OMB co | n are not rm | 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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8. Pric |
|-------------|-------------|---------------------|--------------------|-----------|------------|-------------------------|------------------------|---------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onof | Expiration Date | Underlying Securities | Deriva |
| Security | or Exercise | | any | Code | Derivative | (Month/Day/Year) | (Instr. 3 and 4) | Securi |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Securi Acqui (A) or Dispos of (D) (Instr. and 5) | red sed 3, 4, | | | | | (Instr. |
|----------------------------------|------------------------------------|------------|------------------|------------|--|---------------------|---------------------|--------------------|-----------------|--|-----------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units (1) | <u>(1)</u> | 11/09/2016 | | А | 0.82 (2) | | (3) | (3) | Common Stock | 0.82 | <u>(1</u> |
| Restricted Stock Units (1) | <u>(1)</u> | 11/09/2016 | | А | 1.66 (4) | | (3) | (3) | Common Stock | 1.66 | <u>(1</u> |
| Restricted Stock Units (1) | (1) | 11/09/2016 | | А | 2.93 (5) | | (3) | <u>(3)</u> | Common Stock | 2.93 | <u>(1</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|------------|-----------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Swords Timothy HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD, CT 06901 | | | President, Industrial | | | | | |
| Signatures | | | | | | | | |
| /s/ Timothy Swords, by Adam Attorney-in-fact | | 11/10/2016 | | | | | | |
| **Signature of Reporting | g 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 underlying Restricted Stock Units ("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.

On January 28, 2014, the reporting person was granted 1,057 RSUs, 353 of which vested on January 28, 2015 and converted into shares of common stock on such date, and 354 of which vested on January 28, 2016 and converted into shares of common stock on such date.

- (2) Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 0.82 dividend equivalent rights reflect dividend equivalent rights at \$47.73 per RSU owned by the reporting person on the record date and credited to the reporting person's account on November 9, 2016.
- (3) The underlying 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.

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On January 27, 2015, the reporting person was granted 1,067 RSUs, 358 of which vested on January 27, 2016 and converted into shares

(4) of common stock on such date. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 1.66 dividend equivalent rights reflect dividend equivalent rights at \$47.73 per RSU owned by the reporting person on the record date and credited to the reporting person's account on November 9, 2016.

On January 26, 2016, the reporting person was granted 1,260 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs
(5) when and as dividends are paid on Hexcel common stock. The 2.93 dividend equivalent rights reflect dividend equivalent rights at \$47.73 per RSU owned by the reporting person on the record date and credited to the reporting person's account on November 9, 2016.

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.