

Hendricks Kimberly A.
Form 4
July 31, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hendricks Kimberly A.

(Last) (First) (Middle)

HEXCEL CORPORATION, 281
TRESSER BLVD., 16TH FLOOR

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HEXCEL CORP /DE/ [HXL]

3. Date of Earliest Transaction
(Month/Day/Year)

07/27/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

SVP, Corp. Controller & CAO

6. Individual or Joint/Group Filing(Check
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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
Common Stock	07/27/2018		M	(A) or (D) 1,176 (1)	\$ 0	23,998	D
Common Stock	07/27/2018		F	483 (2)	\$ 68.68	23,515	D

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

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(9-02)

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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. Transaction 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)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(3)	07/27/2018		M	1,176	(4) (4)	Common Stock	1,176

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hendricks Kimberly A. HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901			SVP, Corp. Controller & CAO	

Signatures

/s/ Steven A. Wein, as attorney-in-fact for Kimberly A. Hendricks

07/31/2018

**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).

- Represents shares of common stock of the issuer acquired upon the vesting of restricted stock units granted on July 27, 2017 pursuant to the Hexcel Corporation 2013 Stock Incentive Plan (the "Original RSUs") and additional restricted stock units ("Additional RSUs",
- (1) together with the Original RSUs, the "RSUs") constituting dividend equivalent rights accrued with respect to the Original RSUs and any previously issued Additional RSUs. In connection with the vesting, all fractional Additional RSUs constituting dividend equivalent rights accrued were cancelled.
 - (2) Represents shares of common stock of the issuer withheld for the payment of taxes due upon conversion of the RSUs.
 - (3) Upon vesting in accordance with the underlying grant agreement, the RSUs are converted into an equivalent number of shares of common stock of the issuer.
 - (4) The RSUs vest and convert into an equivalent number of shares of common stock of the issuer in equal installments on the first three anniversaries of the grant date.
 - (5) Includes Additional RSUs constituting dividend equivalent rights accrued with respect to the Original RSUs and any previously issued Additional RSUs. On November 8, 2017, the reporting person received 7.12 Additional RSUs constituting dividend equivalent rights,

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based on the \$61.19 market price per underlying share on that date. Due to an administrative error, this transaction was inadvertently omitted from the reporting person's Form 4 filed on November 9, 2017; however, the aggregate number of derivative securities was reported correctly in the reporting person's Form 4 filed on February 14, 2018 and in subsequent Form 4 filings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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