TANONIS DAVID R

Form 4

August 10, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 * TANONIS DAVID R | 2. Issuer Name and Ticker or Trading Symbol HEXCEL CORP /DE/ [HXL] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|---|---|--|--|--|
| (Last) (First) (Middle) | 3. Date of Earliest Transaction | (| | |
| | (Month/Day/Year) | Director 10% Owner | | |
| HEXCEL CORPORATION, 11711 DUBLIN BLVD. | 08/08/2005 | X Officer (give title Other (specification) President, Structures | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| DUBLIN, CA 94568 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tabl | le I - Non-l | Derivative | Secur | ities Acqui | 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. Transactio 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) |
| C | | | Code V | Amount | (D) | Price | (msu. 3 and 4) | | |
| Common Stock | 08/08/2005 | | M | 4,400 | A | \$ 12.5 | 34,233 | D | |
| Common Stock | 08/08/2005 | | M | 942 | A | \$ 12.625 | 35,175 | D | |
| Common Stock | 08/08/2005 | | M | 3,064 | A | \$ 11.75 | 38,239 | D | |
| Common Stock | 08/08/2005 | | M | 1,594 | A | \$ 2.74 | 39,833 | D | |
| Common Stock | 08/08/2005 | | S | 10,000 | D | \$ 18.42 | 29,833 | D | |

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| Common Stock | 08/09/2005 | M | 15,000 | A | \$ 2.74 | 44,833 | D |
|-----------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 08/09/2005 | S | 10,000 | D | \$ 18.5 | 34,833 | D |
| Common Stock | 08/09/2005 | S | 5,000 | D | \$ 18.55 | 29,833 | 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)

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. Transactio Code (Instr. 8) | 5. Number of or 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 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 | \$ 12.5 | 08/08/2005 | | M | 4,400 | <u>(1)</u> | 03/01/2006 | Common Stock | 4,4 |
| Non-Qualified Stock Option | \$ 12.625 | 08/08/2005 | | M | 942 | <u>(1)</u> | 04/16/2006 | Common Stock | 94 |
| Non-Qualified Stock Option | \$ 11.75 | 08/08/2005 | | M | 3,064 | <u>(1)</u> | 03/29/2006 | Common Stock | 3,0 |
| Non-Qualified Stock Option | \$ 2.74 | 08/08/2005 | | M | 1,594 | <u>(1)</u> | 01/10/2012 | Common Stock | 1,5 |
| Non-Qualified Stock Option | \$ 2.74 | 08/09/2005 | | M | 15,000 | <u>(1)</u> | 01/10/2012 | Common Stock | 15,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|------------|-------|--|--|--|
| Transfer and the same and the s | Director | 10% Owner | Officer | Other | | | |
| TANONIS DAVID R | | | President, | | | | |
| HEXCEL CORPORATION | | | Structures | | | | |
| 11711 DUBLIN BLVD. | | | | | | | |

Reporting Owners 2

DUBLIN, CA 94568

Signatures

/s/David R. Tanonis by Seth L. Kaplan, Attorney-in-fact

08/10/2005

**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) This Non-Qualified Option became vested with respect to one third of the shares of Common Stock subject thereto on each of the first three anniversaries of the date of grant.

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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