Hill David Charles Form 4 May 03, 2013

FORM 4

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

OMB APPROVAL OMB

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

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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).

(Last)

(City)

1. Title of

Security

(Instr. 3)

Stock (1)

(Print or Type Responses)

1. Name and Address of Reporting Person * Hill David Charles

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HEXCEL CORP /DE/ [HXL]

(Check all applicable)

C/O HEXCEL

(Street)

(State)

(First)

CORPORATION, 281 TRESSER BLVD., 16TH FLOOR

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

05/02/2013

X_ Director 10% Owner Officer (give title Other (specify below)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

STAMFORD, CT 06901

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

(A) Transaction(s)

or (Instr. 3 and 4)

Code V Amount Price (D)

Common 05/03/2013 M 3,500 Α

(Month/Day/Year)

\$0 3,500

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)

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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. NumborDerivati Securities Acquired Disposed (Instr. 3,	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sha
Restricted Stock Units (2)	\$ 0	05/02/2013		A	3,448		(3)	<u>(3)</u>	Common Stock	3,
Restricted Stock Units (4)	\$ 0	05/03/2013		M		3,500	05/03/2013	05/03/2013(5)	Common Stock	3,

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Hill David Charles						
C/O HEXCEL CORPORATION	X					
281 TRESSER BLVD., 16TH FLOOR						
STAMFORD, CT 06901						

Signatures

/s/ David Hill by Adam P. Gold, Attorney-at-fact 05/03/2013

**Signature of Reporting Person

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.

Date

- (2) RSUs granted under the Hexcel Corporation 2013 Incentive Stock Plan in a transaction exempt under Rule 16b.
- The RSUs vest ratably over the one year following the grant date which was May 2, 2013, and convert into an equal number of shares of common stock on the first anniversary of the grant date. Vesting and conversion are subject to certain acceleration and termination provisions.
- (4) RSUs granted under the Hexcel Corporation 2003 Incentive Stock Plan in a transaction exempt under Rule 16b.
- (5) The RSUs vested ratably over the one-year period immediately following the grant date, and converted into an equivalent number of shares of Common Stock on the first anniversary of the grant date. The grant date was one year prior to the expiration date.

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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