HEXCEL CORP /DE/

Form 4 January 23, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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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

(C:tr.)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MACINTYRE MICHAEL J			2. Issuer Name and Ticker or Trading Symbol HEXCEL CORP /DE/ [HXL]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
HEXCEL CORPORATION, 281 TRESSER BLVD.			01/21/2015	_X_ Officer (give title Other (specify below) Treasurer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
STAMFORD, CT 06901				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							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. Securi on(A) or Di (Instr. 3,	spose	d of (D)	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 (1)	01/21/2015		M	1,344	A	\$0	1,345	D	
Common Stock (2)	01/21/2015		F	636	D	\$ 42.23	709	D	

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

(7:n)

(State)

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exer	cisable and	7. Title and A	Amou
Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration D	ate	Underlying S	Securi
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day	Year)	(Instr. 3 and	4)
	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
					(Instr. 3, 4,				
					and 5)				
									Am
						ъ.	E		or
						Date	Expiration	Title	Nun
						Exercisable	Date		of
				Code V	(A) (D)				Sha
Performance-Based	(2)	01/01/0015		3.6	1044	(4)	(4)	Common	
Award (3)	<u>(3)</u>	01/21/2015		M	1,344	<u>(4)</u>	<u>(4)</u>	Stock	1,.

Reporting Owners

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
MACINTYRE MICHAEL J HEXCEL CORPORATION 281 TRESSER BLVD.			Treasurer					
STAMFORD, CT 06901								

Signatures

/s/Michael J. MacIntyre by Adam P. Gold, Attorney-in-fact

01/23/2015

**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).
 - The Common Stock was acquired upon the conversion of a performance-based award ("PBA") in accordance with the terms of an
- (1) underlying Performance Based Award Agreement (the "Agreement") dated January 30, 2012. The PBA was granted based on the level of attainment of specified financial performance criteria set forth in the Agreement, and was granted in a transaction exempt under Rule 16b.
- (2) The Common Stock was withheld as payment of tax withholding required upon conversion of the PBA.
- (3) The PBA was granted in a transaction exempt under Rule 16b. Upon vesting, the PBA converted into an equivalent number of shares of Common Stock that are distributed to the grantee.
- (4) The PBA vested and converted into an equivalent number of shares of Common Stock on January 21, 2015.

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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