### Edgar Filing: HEXCEL CORP /DE/ - Form 4

HEXCEL COL	RP /DE/												
Form 4													
November 10,	2016												
FORM	4										OMB A	PPROVA	L
	UNITED	STATES		RITIES . shingtor				GE CC	OMMISSIC	DN	OMB Number:	3235-(	0287
Check this											Expires:	Januar	
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							F	Estimated average		2005			
Section 16. Form 4 or	Section 16. SECURITIES Form 4 or									burden hou response	•	0.5	
Form 5 obligations may continue. See Instruction 1(b). 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										0.0			
(Print or Type Rea	sponses)												
1. Name and Add PUGH DAVI	2. Issuer Name <b>and</b> Ticker or Trading Symbol HEXCEL CORP /DE/ [HXL]					5. Relationship of Reporting Person(s) to Issuer							
(Lost)	Middle)	L 3					(Check all applicable)						
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)				X Director 10% Owner						
281 TRESSER BLVD., 16TH FLOOR			11/09/2016				-	Officer (give titleOther (specify below)					
(Street)			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					
STAMFORD	, CT 06901								Form filed b Person	у Мо	ore than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Deriva	ntive S	Securities	es Acqui	ired, Dispose	d of,	or Beneficia	lly Owned	i
	Transaction Date Aonth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transacti Code (Instr. 8) Code V	onAcqu Dispo (Instr	osed c r. 3, 4	A) or	Sec Ber Ow Fol Rep Tra (Ins	Amount of urities neficially ned lowing ported nsaction(s) str. 3 and 4)	Fo (D (I)	Ownership orm: Direct o) or Indirect hstr. 4)	7. Nature Indirect Beneficia Ownershi (Instr. 4)	1
Reminder: Repor	t on a separate line	e for each cl	ass of sec	urities ben	eficially	v own	ed directl	tlv or inc	lirectly.				
					Pe in re di	ersor form quire	ns who r ation co ed to res /s a cur	respon ontaine spond	id to the col ed in this for unless the f valid OMB c	rm a form	re not	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	Transactionof		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	5.06 (2)		(3)	(3)	Common Stock	5.06	<u>(1</u>
Restricted Stock Units (1)	<u>(1)</u>	11/09/2016		А	5.87 (4)		(3)	(3)	Common Stock	5.87	<u>(1</u>
Restricted Stock Units (1)	<u>(1)</u>	11/09/2016		А	5.5 (5)		(3)	(3)	Common Stock	5.5	<u>(1</u>

## **Reporting Owners**

Reporting Owner Name / Address	Relationships									
Reporting O (mer runte / runtess	Director	10% Owner	Officer	Other						
PUGH DAVID L 281 TRESSER BLVD. 16TH FLOOR STAMFORD, CT 06901	Х									
Signatures										
/s/ David L. Pugh by Adam P. Attorney-in-fact	Gold,		1	1/10/2016						
<u>**</u> 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) 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.

As previously reported, on May 7, 2015, the reporting person was granted 2,169 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 5.06 dividend equivalent rights reflect dividend

(2) The unvested RSOs when and as dividends are paid on Precede common stock. The 5.00 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.

The underlying RSUs vest ratably over the one year period following the grant date, and convert into an equal number of shares of

(3) common stock at such time as the grantee ceases to be a member of Hexcel's Board of Directors. Vesting and conversion are subject to certain acceleration and termination provisions.

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As previously reported, on May 8, 2014, the reporting person was granted 2,508 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 5.87 dividend equivalent rights reflect dividend

(4) the unvested RSUS when and as dividends are paid on Hexcer common stock. The 5.87 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.

As previously reported, on May 5, 2016, the reporting person was granted 2,382 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 5.50 dividend equivalent rights reflect dividend

(5) The unvested KSOS when and as underlas are paid on nexcer common stock. The 5.50 underla equivalent rights reflect unvidend 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.