

HEXCEL CORP /DE/  
Form 4  
September 03, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HUNT WILLIAM**

(Last) (First) (Middle)

**HEXCEL CORPORATION, 281  
TRESSER BLVD.**

(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)  
**09/02/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
				(A) or (D)	Price		
Common Stock	09/02/2008		M	A	\$ 7.38	109,917	D
Common Stock	09/02/2008		M	A	\$ 9.94	112,917	D
Common Stock	09/02/2008		S <sup>(1)</sup>	D	\$ 21.35	112,817	D
Common Stock	09/02/2008		S <sup>(1)</sup>	D	\$ 21.33	112,617	D
Common Stock	09/02/2008		S <sup>(1)</sup>	D	\$ 21.31	112,417	D

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Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 21.36	112,317	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 21.28	112,217	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 21.26	112,117	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	400	D	\$ 21.27	111,717	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 21.32	111,617	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 21.21	111,417	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 21.2	111,217	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	700	D	\$ 21.1	110,517	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 21.14	110,317	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 21.17	110,217	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	700	D	\$ 21.15	109,517	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 20.98	109,417	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	700	D	\$ 21.16	108,717	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 21.08	108,417	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 21.03	108,117	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 21.04	108,017	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 21.01	107,917	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	200	D	\$ 20.94	107,717	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	800	D	\$ 20.94	106,917	D
Common Stock	09/02/2008	<u>S<sup>(1)</sup></u>	2,000	D	\$ 20.93	104,917	D
	09/02/2008	<u>S<sup>(1)</sup></u>	200	D		104,717	D

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Common Stock					\$			
					20.87			
Common Stock	09/02/2008		S <sup>(1)</sup>	700	D	\$	104,017	D
						20.97		
Common Stock	09/02/2008		S <sup>(1)</sup>	1,100	D	\$	102,917	D
						20.95		

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

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(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. 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option	\$ 7.38	09/02/2008		M	7,000	<sup>(2)</sup>	01/06/2014	Common Stock	7,000
Non-Qualified Stock Option	\$ 9.94	09/02/2008		M	3,000	<sup>(2)</sup>	12/20/2010	Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNT WILLIAM HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD, CT 06901			President	

## Signatures

/s/William Hunt by Seth L. Kaplan,  
Attorney-in-fact

09/03/2008

\*\*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 sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on August 1, 2007
- (2) This Non-Qualified Stock Option became vested with respect to one third of the underlying shares of Common Stock on each of the first three anniversaries of the grant date, which was ten years 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.