HEXCEL CORP /DE/ Form 4

February 16, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 3235-0287

Number:

January 31, 2005

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See Instruction

if no longer

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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)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Hennemuth Robert George

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) HEXCEL CORP /DE/ [HXL]

(Check all applicable)

C/O HEXCEL

CORPORATION, 281 TRESSER BLVD., 16TH FLOOR

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

02/12/2016

Director 10% Owner X\_ Officer (give title Other (specify below)

SVP, Human Resources

(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 Form filed by More than One Reporting

STAMFORD, CT 06901

(State) (Zip) (City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

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

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of

Conversion

Derivative

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

Transactionof

5. Number 6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. Price Underlying Securities Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative (Month/s Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day,	/Year)	(Instr. 3 and 4)		Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	(1)	02/12/2016		A	2.46 (2)		(3)	(3)	Common Stock	2.46	<u>(1</u>
Restricted Stock Units (1)	(1)	02/12/2016		A	5.22 (4)		(3)	(3)	Common Stock	5.22	<u>(1</u>
Restricted Stock Units (1)	(1)	02/12/2016		A	8.52 (5)		(3)	(3)	Common Stock	8.52	<u>(1</u>

# **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

Hennemuth Robert George C/O HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901

SVP, Human Resources

## **Signatures**

/s/ Robert G. Hennemuth by Adam P. Gold, Attorney-in-fact

02/16/2016

\*\*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 January 28, 2014, the reporting person was granted 2,913 RSUs, 972 of which vested on January 28, 2015 and converted into shares of common stock on such date, and 978 of which vested on January 28, 2016 and converted into shares of common
- (2) stock on such date. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 2.46 dividend equivalent rights reflect dividend equivalent rights at \$39.61 per RSU owned by the reporting person on the record date and credited to the reporting person's account on February 12, 2016.
- (3) The underlying RSUs vest and convert into an equivalent number of shares of Common Stock in equal installments on the first three anniversaries from the grant date. Vesting of the RSUs is also subject to certain acceleration and termination provisions.

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- As previously reported, on January 27, 2015, the reporting person was granted 3,088 RSUs, 1,036 of which vested on January 27, 2016 and converted into shares of common stock on such date. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 5.22 dividend equivalent rights reflect dividend equivalent rights at \$39.61 per RSU owned by the reporting person on the record date and credited to the reporting person's account on February 12, 2016.
- As previously reported, on January 26, 2016, the reporting person was granted 3,376 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 8.52 dividend equivalent rights reflect dividend equivalent rights at \$39.61 per RSU owned by the reporting person on the record date and credited to the reporting person's account on February 12, 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.