HEXCEL CORP /DE/ Form 4

February 16, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KRAKOWER IRA J

2. Issuer Name and Ticker or Trading Symbol

HEXCEL CORP /DE/ [HXL]

(First) (Middle) (Last)

3. Date of Earliest Transaction

HEXCEL CORPORATION, 281

(Street)

(State)

(Month/Day/Year) 02/12/2016

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

Senior Vice President

TRESSER BLVD.

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X 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

Issuer

STAMFORD, CT 06901

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if (Month/Day/Year)

(Zip)

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

5. Amount of Securities Beneficially Owned Following Reported

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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 Derivative Conversion Security or Exercise

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

any

4. 5. Number Transactionof Code Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** Deriva (Instr. 3 and 4)

Securi

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Securition Acquires (A) or Dispose of (D) (Instr. 3 and 5)	ed ed					(Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	(1)	02/12/2016		A	2.81 (2)		<u>(3)</u>	(3)	Common Stock	2.81	<u>(1</u>
Restricted Stock Units (1)	(1)	02/12/2016		A	5.73 (4)		(3)	(3)	Common Stock	5.73	<u>(1</u>
Restricted Stock Units (1)	(1)	02/12/2016		A	9.6 (5)		<u>(3)</u>	(3)	Common Stock	9.6	<u>(1</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

KRAKOWER IRA J HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD, CT 06901

Senior Vice President

Signatures

/s/Ira J. Krakower 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 3,315 RSUs, 1,106 of which vested on January 28, 2015 and converted into shares of common stock on such date, and 1,114 of which vested on January 28, 2016 and converted into shares of
- (2) 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 2.81 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.

Reporting Owners 2

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- As previously reported, on January 27, 2015, the reporting person was granted 3,388 RSUs, 1,136 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 5.73 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 3,805 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 9.60 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.