

Winterlich Patrick
 Form 4
 November 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Winterlich Patrick

(Last) (First) (Middle)

C/O HEXCEL CORPORATION, 281 TRESSER BLVD., 16TH FLOOR

(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)
 11/09/2018

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)
 EVP, CFO

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)	Code	V	Amount	(D)	Price

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

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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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pri
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and Additional RSUs are cancelled.

(3) On January 26, 2016, the reporting person was granted RSUs pursuant to the Hexcel Corporation 2013 Stock Incentive Plan (the "2013 Plan"). As previously reported, (i) as of the date the grantee became a reporting person, 6,776.29 RSUs and Additional RSUs from such grant remained unvested, (ii) on January 26, 2018, 3,395 RSUs and Additional RSUs vested, leaving 3,395.1 RSUs and Additional RSUs unvested and (iii) following January 26, 2018, the reporting person received aggregate dividend equivalents in the form of 20.02 Additional RSUs. On November 9, 2018, the reporting person received dividend equivalents in the form of 8.27 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.

(4) On January 26, 2016, the reporting person received a second grant of RSUs pursuant to the 2013 Plan. As previously reported, (i) as of the date the grantee became a reporting person, 576.38 RSUs and Additional RSUs from such grant remained unvested, (ii) on January 26, 2018 289 RSUs and Additional RSUs vested, leaving 288.29 RSUs and Additional RSUs unvested and (iii) following January 26, 2018, the reporting person received aggregate dividend equivalents in the form of 1.69 Additional RSUs. On November 9, 2018, the reporting person received dividend equivalents in the form of 0.70 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.

(5) On January 30, 2017, the reporting person was granted 888 RSUs pursuant to the 2013 Plan. As previously reported, (i) as of the date the grantee became a reporting person, 892.08 RSUs and Additional RSUs were unvested, (ii) on January 30, 2018, 298 RSUs and Additional RSUs vested, leaving 594.92 RSUs and Additional RSUs unvested and (iii) following January 30, 2018, the reporting person received aggregate dividend equivalents in the form of 3.49 Additional RSUs. On November 9, 2018, the reporting person received dividend equivalents in the form of 1.45 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.

(6) As previously reported, (i) on January 29, 2018, the reporting person was granted 2,182 RSUs pursuant to the 2013 Plan and (ii) following January 29, 2018, the reporting person received aggregate dividend equivalents in the form of 8.68 Additional RSUs. On November 9, 2018, the reporting person received dividend equivalents in the form of 5.30 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment 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.