MACINTYRE MICHAEL J

Form 4

February 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue.

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MACINTYRE MICHAEL J

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

HEXCEL CORP /DE/ [HXL]

(Month/Day/Year) 02/01/2012

3. Date of Earliest Transaction

X_ Officer (give title below)

10% Owner __ Other (specify

below) Treasurer

(Check all applicable)

HEXCEL CORPORATION, 281 TRESSER BLVD.

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

STAMFORD, CT 06901

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		3.	4. Securities Acquired		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	(Wolldin Day/ Tear)	any	Code	ction(A) or Disposed of (D) (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	02/01/2012		M	556	A	\$ 0	3,935	D	
Common Stock (2)	02/01/2012		F	185	D	\$ 25.99	3,750	D	

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

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

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Date, if Transaction of Code Derivativ		Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
(Instr. 3)	Derivative Security		(Month Day, Tear)	(IIISU. 6)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	ŕ	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (3)	<u>(3)</u>	02/01/2012		M	556	<u>(4)</u>	02/01/2013	Common Stock	556	

Reporting Owners

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
MACINTYRE MICHAEL J								
HEXCEL CORPORATION								
281 TRESSER BLVD.			Treasurer					
STAMFORD, CT 06901								

Signatures

/s/Michael J. MacIntyre by Adam P. Gold, Attorney-in-fact

02/03/2012

**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).
- The Common Stock was acquired upon the conversion of Restricted Stock Units ("RSUs") in accordance with the terms of the underlying **(1)** agreement. The RSUs were granted in a transaction exempt under Rule 16b.
- (2) The Common Stock was withheld as payment of tax withholding required upon conversion of RSUs.
- These RSUs were granted in a transaction exempt under Rule 16b. Upon vesting, RSUs are converted into an equivalent number of shares **(3)** of Common Stock that are distributed to the grantee.
- The 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.

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.

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