

HEXCEL CORP /DE/

Form 4

August 21, 2015

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pensky Wayne C

(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)
08/19/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, CFO

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/19/2015		M	5,432	A \$ 22	93,272	D
Common Stock	08/19/2015		S ⁽¹⁾	5,432	D \$ 53.596	87,840	D
Common Stock	08/19/2015		M	8,542	A \$ 18.17	96,382	D
Common Stock	08/19/2015		S ⁽¹⁾	8,542	D \$ 53.595	87,840	D
	08/19/2015		M	19,950	A \$ 21.11	107,790	D

Common
Stock

Common Stock	08/19/2015	S ⁽¹⁾	19,950	A	\$ 53.579	87,840	D
					<u>(4)</u>		

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (5)	\$ 22	08/19/2015		M	5,432	(6) 02/07/2016	Common Stock	5,432
Non-Qualified Stock Option (5)	\$ 18.17	08/19/2015		M	8,542	(6) 01/29/2017	Common Stock	8,542
Non-Qualified Stock Option (5)	\$ 21.11	08/19/2015		M	19,950	(6) 01/28/2018	Common Stock	19,950

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pensky Wayne C HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD, CT 06901	SVP, CFO

Signatures

/s/ Wayne C. Pensky, by Adam P. Gold,
Attorney-in-fact

08/21/2015

__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 Rule 10b5-1 trading plan adopted by the reporting person on August 3, 2015.

- (2) The price reported in column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$53.40 to \$54.00, inclusive. The reporting person undertakes to provide Hexcel Corporation, any security holder of Hexcel Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range of this footnote (2).

- (3) The price reported in column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$53.38 to \$54.00, inclusive. The reporting person undertakes to provide Hexcel Corporation, any security holder of Hexcel Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range of this footnote (3).

- (4) The price reported in column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$53.32 to \$53.88, inclusive. The reporting person undertakes to provide Hexcel Corporation, any security holder of Hexcel Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range of this footnote (4).

- (5) Non-Qualified Stock Options ("NQOs") granted in a transaction exempt under Rule 16b.

- (6) 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. The grant date 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.

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