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

**OMB APPROVAL OMB** 

3235-0287 Number:

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

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

Security

(Instr. 3)

Derivative

C/O HEXCEL

(Print or Type Responses)

1. Name and Address of Reporting Person \* CAMPBELL JEFFREY C

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

HEXCEL CORP /DE/ [HXL] 3. Date of Earliest Transaction

(Check all applicable)

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

Officer (give title below)

X\_ Director

10% Owner Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

CORPORATION, 281 TRESSER BLVD., 16TH FLOOR

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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

STAMFORD, CT 06901

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

Conversion

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) (Instr. 4)

Following Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

(A)

(Instr. 3, 4 and 5)

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

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

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.

**Expiration Date** 

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

3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 1. Title of 7. Title and Amount of 8. Price

Transactionof

Underlying Securities Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative 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	5.49 (2)		(3)	<u>(3)</u>	Common Stock	5.49	<u>(1</u>
Restricted Stock Units (1)	<u>(1)</u>	02/12/2016		A	6.38 (4)		(3)	(3)	Common Stock	6.38	<u>(1</u>

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Topolonia Ciliano, Ilano	Director	10% Owner	Officer	Other			
CAMPBELL JEFFREY C							
C/O HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR	X						
STAMFORD, CT 06901							

### **Signatures**

/s/ Jeffrey C. Campbell by Adam P. Gold,
Attorney-in-fact

\*\*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 May 7, 2015, the reporting person was granted 2,169 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 5.49 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.
- As previously reported, on May 8, 2014, the reporting person was granted 2,508 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 6.38 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.

Reporting Owners 2

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tential persons who are to respond to the collection of information contained in this form are not required to respond unless the form display currently valid OMB number.	/S