HEXCEL CORP /DE/ Form 4/A January 30, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(Middle)

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

Director

HEXCEL CORPORATION, 281

(First)

(Month/Day/Year)

X_ Officer (give title

10% Owner Other (specify

01/28/2014

below) SVP, CFO

below)

TRESSER BLVD.

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

(Street)

Filed(Month/Day/Year) 01/30/2014

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

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Person

STAMFORD, CT 06901

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

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 Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

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

7. Title and Amour **Underlying Securit** (Instr. 3 and 4)

Edgar Filing: HEXCEL CORP /DE/ - Form 4/A

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Units (1)	(1)	01/28/2014		A	4,736 (2)	<u>(3)</u>	01/28/2017	Common Stock	4,7
Non-Qualified Stock Option	\$ 43.01	01/28/2014		A	16,684 (5)	<u>(6)</u>	01/28/2024	Common Stock	16,6

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

01/30/2014

Date

**Signature of Reporting Person

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) These 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.
- This amount reflects the correct number of RSUs that were originally authorized for issuance to the reporting person. The amount reflected in Box 5 of the Form 4 filed on January 30, 2014 for the reporting person did not include all RSUs to be issued to the reporting person. The reporting person's original Form 4 erroneously indicated that the number of RSUs was 4,646. This amended Form 4 is being filed to correct the number of RSUs.
- (3) 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.
- (4) Non-Qualified Options ("NQOs") granted in a transaction exempt under Rule 16b.
- This amount reflects the correct number of NQOs that were originally authorized for issuance to the reporting person. The amount reflected in Box 5 of the Form 4 filed on January 30, 2014 for the reporting person did not include all NQOs to be issued to the reporting person. The reporting person's original Form 4 erroneously indicated that the number of NQOs was 16,366. This amended Form 4 is being filed to correct the number of NQOs.
- (6) The NQOs become vested with respect to one-third of the shares of Common Stock subject thereto on each of the first three anniversaries of the date of grant. Vesting of the NQOs 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.

Reporting Owners 2

Edgar Filing: HEXCEL CORP /DE/ - Form 4/A

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.