#### Edgar Filing: DERICKSON SANDRA L - Form 4

#### DERICKSON SANDRA L

Form 4 May 06, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person \*

DERICKSON SANDRA L

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

2. Issuer Name and Ticker or Trading

HEXCEL CORP /DE/ [HXL]

Symbol

1(b).

(Print or Type Responses)

			TIEACLE CORT /DE/ [TIAL]					(Check all applicable)				
(Last) (First) (Middle)  HEXCEL CORPORATION, 281  TRESSER BLVD, 16TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 05/05/2011					X Director 10% Owner Officer (give title Other (specify below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
STAMFOR						Person						
(City) (State) (Zip) Table I - Non-Derivative Securities Acqui							equired, Disposed	uired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	med on Date, if Day/Year)	3. Transacti Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) c l of (D	))	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	05/06/2011			M	3,215	A	\$0	3,215	D			
Stock (1) Common Stock								21,795	I	By Derickson 2009-B GRAT Trust		
Common Stock								15,409	I	By Derickson Revocable Trust		

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

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SEC 1474 (9-02)

number.

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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha
Restricted Stock Units (2)	\$ 0	05/05/2011		A	3,143		(3)	<u>(3)</u>	Common Stock	3,
Restricted Stock Units (2)	\$ 0	05/06/2011		M		3,215	05/06/2011	05/06/2011(4)	Common Stock	3,

# **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director DERICKSON SANDRA L **HEXCEL CORPORATION** X 281 TRESSER BLVD, 16TH FLOOR STAMFORD, CT 06901

### **Signatures**

/s/ Sandra L. Derickson by Adam P. Gold, Attorney-in-fact

05/06/2011

\*\*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) RSUs granted under the Hexcel Corporation 2003 Incentive Stock Plan in a transaction exempt under Rule 16b.

(3)

Reporting Owners 2

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The RSUs vest ratably over the one year following the grant date which was May 5, 2011, and convert into an equal number of shares of common stock on the first anniversary of the grant date. Vesting and conversion are subject to certain acceleration and termination provisions.

(4) The RSUs vested proportionately over the one-year period immediately following the grant date, and converted into an equivalent number of shares of Common Stock on the first anniversary of the grant date. The grant date was one year 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. 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.