

GRAVES JEFFREY A
Form 4
November 13, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAVES JEFFREY A

(Last) (First) (Middle)

C/O HEXCEL CORPORATION, 281 TRESSER BLVD., 16TH FLOOR

(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)
11/09/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--------------|---|--|----------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--------------|---|--|----------|

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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) | Security (Instr. 3) | | | | |
|---------------------------------------|--|----------------------|-----------------|--|------------------|------------------|---------------------|-----------------|--------------|----------------------------|----|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 11/09/2018 | A | | 6.27 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 6.27 | \$ |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 11/09/2018 | A | | 5.4 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 5.4 | \$ |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 11/09/2018 | A | | 5.88 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 5.88 | \$ |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 11/09/2018 | A | | 5.07 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 5.07 | \$ |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 11/09/2018 | A | | 0.7 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 0.7 | \$ |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 11/09/2018 | A | | 0.68 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 0.68 | \$ |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 11/09/2018 | A | | 3.88 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 3.88 | \$ |
| Restricted Stock Units ⁽¹⁾ | <u>(1)</u> | 11/09/2018 | A | | 0.66 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 0.66 | \$ |
| Restricted Stock Units | <u>(1)</u> | 11/09/2018 | A | | 0.72 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 0.72 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | X | |

GRAVES JEFFREY A
C/O HEXCEL CORPORATION
281 TRESSER BLVD., 16TH FLOOR
STAMFORD, CT 06901

Signatures

/s/ Heather M. DeGregorio, as attorney-in-fact for Jeffrey A.
Graves

11/13/2018

__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) Each restricted stock unit ("RSU") represents a conditional right to receive one share of common stock of the issuer. Dividend equivalents in the form of additional RSUs ("Additional RSUs") accrue with respect to RSUs (and any Additional RSUs previously accrued) when dividends are paid on shares of common stock of the issuer.
- (2) The RSUs and Additional RSUs vest in equal increments on a daily basis over one year and, in accordance with the reporting person's deferral election, will be converted into an equivalent number of shares of common stock of the issuer following the date the reporting person ceases to be a member of the board of directors of the issuer.
- (3) As previously reported, (i) on May 8, 2014, the reporting person was granted 2,508 RSUs pursuant to the Hexcel Corporation 2013 Stock Incentive Plan (the "2013 Plan") and (ii) the reporting person has received aggregate dividend equivalents in the form of 82.90 Additional RSUs since the grant date. On November 9, 2018, the reporting person received dividend equivalents in the form of 6.27 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.
- (4) As previously reported, (i) on May 7, 2015, the reporting person was granted 2,169 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 61.73 Additional RSUs since the grant date. On November 9, 2018, the reporting person received dividend equivalents in the form of 5.40 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.
- (5) As previously reported, (i) on May 5, 2016, the reporting person was granted 2,382 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 46.05 Additional RSUs since the grant date. On November 9, 2018, the reporting person received dividend equivalents in the form of 5.88 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.
- (6) As previously reported, (i) on May 4, 2017, the reporting person was granted 2,072 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 21.40 Additional RSUs since the grant date. On November 9, 2018, the reporting person received dividend equivalents in the form of 5.07 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.
- (7) As previously reported, (i) on January 5, 2018, the reporting person was granted 289 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 1.69 Additional RSUs since the grant date. On November 9, 2018, the reporting person received dividend equivalents in the form of 0.70 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.
- (8) As previously reported, (i) on April 13, 2018, the reporting person was granted 282 RSUs pursuant to 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 1.11 Additional RSUs since the grant date. On November 9, 2018, the reporting person received dividend equivalents in the form of 0.68 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.
- (9) As previously reported, (i) on May 3, 2018, the reporting person was granted 1,595 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 6.35 Additional RSUs since the grant date. On November 9, 2018, the reporting person received dividend equivalents in the form of 3.88 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.
- (10) As previously reported, (i) on July 6, 2018, the reporting person was granted 272 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 0.59 Additional RSUs since the grant date. On November 9, 2018, the reporting person received dividend equivalents in the form of 0.66 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.
- (11)

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As previously reported, on October 12, 2018, the reporting person was granted 299 RSUs pursuant to the 2013 Plan. On November 9, 2018, the reporting person received dividend equivalents in the form of 0.72 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment 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.