Edgar Filing: HEXCEL CORP /DE/ - Form 4

| HEXCEL C | CORP /DE/ | | | | | | | | | | |
|---|------------------------|---------------|------------|-----------------------------|------------------------|-----------------|---|------------------------------|--------------------------|--|--|
| Form 4 | | | | | | | | | | | |
| November 1 | 18, 2004 | | | | | | | | | | |
| FORM | 14 | | GEGU | DIFIE | | | | | PPROVAL | | |
| | UNITED | STATES | | RITIES A ashington | | | COMMISSIO | N OMB Number: | 3235-0287 | | |
| Check the check | nger | | | | | | | Expires: | January 31, 2005 | | |
| subject | | MENT O | TCIAL OV | WNERSHIP OF | Estimated | | | | | | |
| Section | | | | SECUI | RITIES | | | burden hou | urs per | | |
| Form 4 Form 5 | | noment to (| Tastian | 16(a) of the | a Carumi | tion Erroha | max A at of 1024 | response | . 0.5 | | |
| obligati | ons Section 17 | | | | | | nge Act of 1934, of 1935 or Secti | | | | |
| may cor | itinue. | | | • | • | ny Act of 1 | | on | | | |
| <i>See</i> Inst 1(b). | ruction | 00(11) | | | e e o mp a | | | | | | |
| | | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| | Address of Reporting | | 2. Issu | er Name an | d Ticker of | r Trading | 5. Relationship | of Reporting Per | rson(s) to | | |
| BELLOWS | S H ARTHUR JR | | Symbol | | | | Issuer | | | | |
| | HEXC | EL CORI | P /DE/ [H | IXL] | (Check all applicable) | | | | | | |
| (Last) | (First) (| (Middle) | 3. Date | of Earliest T | ransaction | | (| | | | |
| | | | | Month/Day/Year) | | | X_ Director 10% Owner Officer (give title Other (specify | | | | |
| | RN ASSOCIATE | | 11/16/2 | 2004 | | | below) | below) | ler (specify | | |
| FLOOR | ICH PLAZA, 4TI | 1 | | | | | | | | | |
| FLOOK | | | | | | | | | | | |
| | | | | If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | | | Filed(Me | onth/Day/Yea | ir) | | Applicable Line) _X_ Form filed by | One Reporting P | erson | | |
| GREENW | ICH, CT 06830 | | | | | | | More than One R | | | |
| (City) | (State) | (Zip) | | | | ~ ••• | | | | | |
| | × , | - | | | | | cquired, Disposed | | • | | |
| 1.Title of | 2. Transaction Date | | | 3. Transportio | 4. Securit | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect | | |
| Security (Instr. 3) | (Month/Day/Year) | any | Date, II | Code | nAcquired Disposed | | Beneficially | (D) or Indirect | | | |
| × / | | - | ay/Year) | (Instr. 8) | (Instr. 3, | 4 and 5) | Owned | (I) | Ownership | | |
| | | | | | | | Following Reported | (Instr. 4) | (Instr. 4) | | |
| | | | | | | (A) | Transaction(s) | | | | |
| | | | | Code V | Amount | or (D) Price | (Instr. 3 and 4) | | | | |
| | | | | coue v | 7 Infount | | | | | | |
| Reminder: Re | port on a separate lin | e for each cl | ass of sec | curities bene | • | • | • | | | | |
| | | | | | | | spond to the colle tained in this form | | SEC 1474 (9-02) | | |
| | | | | | | | ond unless the fo | | (9-02) | | |
| | | | | | displa | ays a curre | ntly valid OMB co | | | | |
| | | | | | numb | ber. | | | | | |
| | Tab | le II - Deri | vative Se | curities Acc | mired Die | sposed of or | Beneficially Owned | 1 | | | |
| | 14 | | | | | convertible : | | | | | |
| | | | | | | | | | | | |

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

1

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code Securities (Instr. 8) Acquired (A) or Disposed (D) (Instr. 3, 4 and 5) | | d d of | of | | (Instr. 3 and 4) | | Secu (Inst | |
|----------------------------------|---|------------|-------------------------|---|---|-----------|-----|---------------------|--------------------|-----------------|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units (1) | (2) | 11/16/2004 | | A | | 1,590 | | <u>(2)</u> | (2) | Common Stock | 1,590 | |

Reporting Owners

S

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|----------|-------|--|--|--|
| F | Director | 10% Owner | Officer | Other | | | |
| BELLOWS H ARTHUR JR BRAEBURN ASSOCIATES TWO GREENWICH PLAZA, 4TH FLOOR GREENWICH, CT 06830 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/H. Arthur Bellows, Jr. by Seth L. Kaplan, Attorney-in-fact | | | 11/18/20 | 04 | | | |
| <u>**</u> 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).
- Restricted Stock Units ("RSUs") granted under the Hexcel Corporation 2003 Incentive Stock Plan in a transaction exempt under Rule (1)16b.

The RSUs vest in three equal installments on the grant date and on the first and second anniversaries of the grant date and convert into an equal number of shares of common stock on the second anniversary of the grant date, unless the grantee elects to defer conversion until

(2) such time as the grantee ceases to be a director of Hexcel Corporation. Vesting and conversion are 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. 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.