

Winterlich Patrick
Form 4
November 13, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Winterlich Patrick

(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
X Officer (give title ____ Other (specify
below) below)

EVP, CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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

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information contained in this form are not
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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	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)		Secur (Instr		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted StockUnits (1)	(1)	11/09/2018	A		8.27		(2)	(2)	Common Stock	8.27	\$
Restricted StockUnits (1)	(1)	11/09/2018	A		0.7		(2)	(2)	Common Stock	0.7	\$
Restricted StockUnits (1)	(1)	11/09/2018	A		1.45		(2)	(2)	Common Stock	1.45	\$
Restricted StockUnits (1)	(1)	11/09/2018	A		5.3		(2)	(2)	Common Stock	5.3	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Winterlich Patrick C/O HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901			EVP, CFO	

Signatures

/s/ Heather M. DeGregorio, as attorney-in-fact for Patrick Winterlich

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).

- Each restricted stock unit ("RSU") represents a conditional right to receive one share of common stock of the issuer. Dividend equivalents
- (1) 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 the first three anniversaries of the date of grant and convert into an equivalent number of shares of common stock of the issuer. Upon vesting, all fractional shares underlying the vesting tranche of RSUs

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and Additional RSUs are cancelled.

- (3) On January 26, 2016, the reporting person was granted RSUs pursuant to the Hexcel Corporation 2013 Stock Incentive Plan (the "2013 Plan"). As previously reported, (i) as of the date the grantee became a reporting person, 6,776.29 RSUs and Additional RSUs from such grant remained unvested, (ii) on January 26, 2018, 3,395 RSUs and Additional RSUs vested, leaving 3,395.1 RSUs and Additional RSUs unvested and (iii) following January 26, 2018, the reporting person received aggregate dividend equivalents in the form of 20.02 Additional RSUs. On November 9, 2018, the reporting person received dividend equivalents in the form of 8.27 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.

- (4) On January 26, 2016, the reporting person received a second grant of RSUs pursuant to the 2013 Plan. As previously reported, (i) as of the date the grantee became a reporting person, 576.38 RSUs and Additional RSUs from such grant remained unvested, (ii) on January 26, 2018 289 RSUs and Additional RSUs vested, leaving 288.29 RSUs and Additional RSUs unvested and (iii) following January 26, 2018, the reporting person received aggregate dividend equivalents in the form of 1.69 Additional RSUs. 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.

- (5) On January 30, 2017, the reporting person was granted 888 RSUs pursuant to the 2013 Plan. As previously reported, (i) as of the date the grantee became a reporting person, 892.08 RSUs and Additional RSUs were unvested, (ii) on January 30, 2018, 298 RSUs and Additional RSUs vested, leaving 594.92 RSUs and Additional RSUs unvested and (iii) following January 30, 2018, the reporting person received aggregate dividend equivalents in the form of 3.49 Additional RSUs. On November 9, 2018, the reporting person received dividend equivalents in the form of 1.45 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.

- (6) As previously reported, (i) on January 29, 2018, the reporting person was granted 2,182 RSUs pursuant to the 2013 Plan and (ii) following January 29, 2018, the reporting person received aggregate dividend equivalents in the form of 8.68 Additional RSUs. On November 9, 2018, the reporting person received dividend equivalents in the form of 5.30 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.

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