HEXCEL CORP /DE/ Form 4 May 12, 2016

FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BECKMAN JOEL S** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HEXCEL CORP /DE/ [HXL]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

X\_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 05/11/2016

C/O GREENBRIAR EQUITY GROUP, 555 THEODORE FREMD

(Street)

**AVENUE, SUITE A-201** 

4. If Amendment, Date Original

(Instr. 8)

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

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

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

below)

RYE, NY 10580

1. Title of

Security

(Instr. 3)

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if 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 (I) Ownership

(Instr. 4)

Following Reported

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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 Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

Transactionof

5. Number 6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. Price Underlying Securities Deriva

1

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

| Security (Instr. 3)              | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) |     | (Month/Day/Year)    |                    | (Instr. 3 and 4) |  | Securi<br>(Instr. |
|----------------------------------|---|------------|-------------------------|--------------------|---|-----|---------------------|--------------------|------------------|--|-------------------|
|                                  |   |            |                         | Code V             | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of<br>Shares |                   |
| Restricted<br>Stock<br>Units (1) | (1)   | 05/11/2016 |                         | A                  | 5.39<br>(2)   |     | <u>(3)</u>          | <u>(3)</u>         | Common<br>Stock  | 5.39                                   | <u>(1</u>         |
| Restricted<br>Stock<br>Units (1) | <u>(1)</u>  | 05/11/2016 |                         | A                  | 6.26<br>(4)   |     | (3)                 | (3)                | Common<br>Stock  | 6.26                                   | <u>(1</u>         |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |
|--|---------------|-----------|---------|-------|--|--|
| Reporting Owner Name / Address   | Director      | 10% Owner | Officer | Other |  |  |
| BECKMAN JOEL S<br>C/O GREENBRIAR EQUITY GROUP<br>555 THEODORE FREMD AVENUE, SUITE A-201<br>RYE, NY 10580 |               |           |         |       |  |  |

#### **Signatures**

/s/ Joel S. Beckman by Adam P. Gold, attorney-in-fact 05/12/2016

\*\*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) The underlying Restricted Stock Units ("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.
- As previously reported, on May 7, 2015, the reporting person was granted 2,169 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 5.39 dividend equivalent rights reflect dividend equivalent rights at \$44.50 per RSU owned by the reporting person on the record date and credited to the reporting person's account on May 11, 2016.
- (3) The underlying 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.
- As previously reported, on May 8, 2014, the reporting person was granted 2,508 RSUs. Dividend equivalent rights accrue with respect to the unvested RSUs when and as dividends are paid on Hexcel common stock. The 6.26 dividend equivalent rights reflect dividend equivalent rights at \$44.50 per RSU owned by the reporting person on the record date and credited to the reporting person's account on May 11, 2016.

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

| tential persons who are to respond to the collection of information contained in this form are not required to respond unless the form display currently valid OMB number. | /S |
|--|----|
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |
|  |    |