Winterlich Patrick Form 4 January 29, 2019

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

**OMB** 3235-0287 Number:

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

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

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Winterlich Patrick

> (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading Symbol

HEXCEL CORP /DE/ [HXL]

3. Date of Earliest Transaction (Month/Day/Year) 01/26/2019

Filed(Month/Day/Year)

4. If Amendment, Date Original

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

STAMFORD, CT 06901

(City)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially (D) or Owned Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/26/2019		M	3,423	A	\$0	10,705	D	
Common Stock (1)	01/26/2019		F	1,583	D	\$ 65.86	9,122	D	
Common Stock	01/26/2019		M	290	A	\$ 0	9,412	D	
Common Stock (1)	01/26/2019		F	131	D	\$ 65.86	9,281	D	

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

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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 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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title Co
Restricted Stock Units (2)	(2)	01/26/2019		M		3,423	(3)	(3)	Common Stock
Restricted Stock Units (2)	(2)	01/26/2019		M		290	<u>(3)</u>	<u>(3)</u>	Common Stock
Restricted Stock Units (2)	(2)	01/28/2019		A	2,939		(3)	<u>(3)</u>	Common Stock
Non-Qualified Stock Options	\$ 65.56	01/28/2019		A	12,621		<u>(4)</u>	01/28/2029	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

EVP, CFO

STAMFORD, CT 06901

## **Signatures**

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

01/29/2019

\*\*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) Represents shares of common stock of the issuer withheld for the payment of taxes due upon conversion of RSUs (as defined below).
- (2) Each restricted stock unit ("RSU") represents a conditional right to receive one share of common stock of the issuer.

**(3)** 

Reporting Owners 2

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The RSUs vest and convert into an equivalent number of shares of common stock of the issuer in equal installments on the first three anniversaries of the grant date.

(4) The non-qualified stock options vest in equal increments on each of the first three anniversaries of the date of grant.

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.