

Lehman Gail E
 Form 4
 February 14, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Lehman Gail E

(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)
 02/12/2019

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)
 See Remarks

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) | 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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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 Code | 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) | Secur (Instr) | | | | |
|----------------------------------|--|----------------------|-----------------|--|------------------|------------------|------------------|-----------------|--------------|----------------------------|----|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted StockUnits <u>(1)</u> | <u>(1)</u> | 02/12/2019 | A | | 1.96 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 1.96 | \$ |
| Restricted StockUnits <u>(1)</u> | <u>(1)</u> | 02/12/2019 | A | | 2.96 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 2.96 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Lehman Gail E C/O HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901 | | | | See Remarks |

Signatures

/s/ Heather M. DeGregorio, as attorney-in-fact for Gail E.
Lehman

02/14/2019

**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).
- 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.
- (1) 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 and Additional RSUs are cancelled.
- (2) As previously reported, (i) on January 30, 2017, the reporting person was granted 2,756 RSUs pursuant to the Hexcel Corporation 2013 Stock Incentive Plan (the "2013 Plan"), (ii) on January 30, 2018, 925 RSUs and Additional RSUs vested and (iii) on January 30, 2018, 932 RSUs and Additional RSUs vested, leaving 931.81 RSUs and Additional RSUs unvested. On February 12, 2019, the reporting person received dividend equivalents in the form of 1.96 Additional RSUs, based on the \$71.28 market price per underlying share on the dividend payment date.
- (3) As previously reported, (i) on January 29, 2018, the reporting person was granted 2,104 RSUs pursuant to the 2013 Plan and (ii) on January 29, 2019, 706 RSUs and Additional RSUs vested, leaving 1,411 RSUs and Additional RSUs unvested. On February 12, 2019, the

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reporting person received dividend equivalents in the form of 2.96 Additional RSUs, based on the \$71.28 market price per underlying share on the dividend payment date.

Remarks:

EVP, General Counsel and Secretary

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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