

CAMPBELL JEFFREY C

Form 4

February 14, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CAMPBELL JEFFREY C

(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)  
02/13/2018

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)

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 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.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

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 of	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
---------------------------	---------------	-----------------------------------------	----------------------------------	-------------------	-----------	--------------------------------------------	-------------------------------------------------	----------

## Edgar Filing: CAMPBELL JEFFREY C - Form 4

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)		Securi (Instr.		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units <u>(1)</u>	<u>(1)</u>	02/13/2018	A		4.23 <u>(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	4.23	<u>(1)</u>
Restricted Stock Units <u>(1)</u>	<u>(1)</u>	02/13/2018	A		4.61 <u>(4)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	4.61	<u>(1)</u>
Restricted Stock Units <u>(1)</u>	<u>(1)</u>	02/13/2018	A		3.97 <u>(5)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	3.97	<u>(1)</u>
Restricted Stock Units <sup>(1)</sup>	<u>(1)</u>	02/13/2018	A		4.92 <u>(6)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	4.92	<u>(1)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAMPBELL JEFFREY C C/O HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901	X			

## Signatures

/s/ Jeffrey C. Campbell by Adam P. Gold,  
Attorney-in-fact

02/14/2018

\*\*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).
- (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.
- (2) The 4.23 dividend equivalent rights reflect dividend equivalent rights at \$65.40 per RSU owned by the reporting person on the record date and credited to the reporting person's account on February 13, 2018.
- (3)

## Edgar Filing: CAMPBELL JEFFREY C - Form 4

The underlying RSUs vest ratably over the one year period following the grant date, and convert into an equal number of shares of common stock at such time as the grantee ceases to be a member of Hexcel's Board of Directors. Vesting and conversion are subject to certain acceleration and termination provisions.

- (4) The 4.61 dividend equivalent rights reflect dividend equivalent rights at \$65.40 per RSU owned by the reporting person on the record date and credited to the reporting person's account on February 13, 2018.
- (5) The 3.97 dividend equivalent rights reflect dividend equivalent rights at \$65.40 per RSU owned by the reporting person on the record date and credited to the reporting person's account on February 13, 2018.
- (6) The 4.92 dividend equivalent rights reflect dividend equivalent rights at \$65.40 per RSU owned by the reporting person on the record date and credited to the reporting person's account on February 13, 2018.

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.