

Schneider Brett Raymond
Form 4
January 29, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schneider Brett Raymond

(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)

01/26/2019

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)

President, Global Fibers

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)
Common Stock	01/26/2019		M	297 A \$ 0	5,663	D	
Common Stock ⁽¹⁾	01/26/2019		F	153 D \$ 65.86	5,510	D	
Common Stock					3,215	I	By 401(k) plan

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

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SEC 1474
(9-02)

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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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	(A)	(D)	
Restricted Stock Units <u>(2)</u>	<u>(2)</u>	01/26/2019		M		<u>(3)</u>	<u>(3)</u>	Common Stock 29
Restricted Stock Units <u>(2)</u>	<u>(2)</u>	01/28/2019		A		<u>(3)</u>	<u>(3)</u>	Common Stock 82
Non-Qualified Stock Options	\$ 65.56	01/28/2019		A		<u>(4)</u>	01/28/2029	Common Stock 3,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schneider Brett Raymond C/O HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901			President, Global Fibers	

Signatures

/s/ Heather M. DeGregorio, as attorney-in-fact for Brett Schneider

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) 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.

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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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