

Hennemuth Robert George  
Form 4  
August 13, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hennemuth Robert George

(Last) (First) (Middle)

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)

08/10/2018

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)

See Remarks

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | 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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of<br>Derivative | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of<br>Derivative<br>Security |
|---------------------------------------|------------------------------|---|---|------------------------|-------------------------------|--|---|--|
|---------------------------------------|------------------------------|---|---|------------------------|-------------------------------|--|---|--|

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| (Instr. 3)                                  | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | (Instr. 8) |     |                     |                    |                 |  |    |
|---|------------------------------------|------------------|------------|---|------------|-----|---------------------|--------------------|-----------------|--|----|
|   |                                    |                  | 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 <sup>(1)</sup> | <u>(1)</u>                         | 08/10/2018       | A          |   | 2.51       |     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 2.51                                   | \$ |
| Restricted<br>Stock<br>Units <sup>(1)</sup> | <u>(1)</u>                         | 08/10/2018       | A          |   | 4.37       |     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 4.37                                   | \$ |
| Restricted<br>Stock<br>Units <sup>(1)</sup> | <u>(1)</u>                         | 08/10/2018       | A          |   | 4.97       |     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 4.97                                   | \$ |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |             |
|--|---------------|-----------|---------|-------------|
|  | Director      | 10% Owner | Officer | Other       |
| Hennemuth Robert George<br>HEXCEL CORPORATION<br>281 TRESSER BLVD., 16TH FLOOR<br>STAMFORD, CT 06901 |               |           |         | See Remarks |

## Signatures

/s/ Steven A. Wein, as attorney-in-fact for Robert G.  
Hennemuth

08/13/2018

                    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).

Each restricted stock unit ("RSU") represents a conditional right to receive one share of common stock of the issuer. Dividend equivalents (1) 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.

The RSUs and Additional RSUs vest in equal increments on the first three anniversaries of the date of grant and convert into an (2) 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.

(3) As previously reported, (i) on January 26, 2016, the reporting person was granted 3,376 RSUs pursuant to the Hexcel Corporation 2013 Stock Incentive Plan (the "2013 Plan"), (ii) on January 26, 2017, 1,137 RSUs and Additional RSUs vested, (iii) on January 26, 2018, 1,145 RSUs and Additional RSUs vested, leaving an aggregate of 1,145.99 RSUs and Additional RSUs unvested and (iv) following January 26, 2018, the reporting person received aggregate dividend equivalents in the form of 4.25 Additional RSUs. On August 10,

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2018, the reporting person received dividend equivalents in the form of 2.51 Additional RSUs, based on the \$68.63 market price per underlying share on the dividend payment date.

As previously reported, (i) on January 30, 2017, the reporting person was granted 2,974 RSUs pursuant to the 2013 Plan, (ii) on January 30, 2018, 998 RSUs and Additional RSUs vested, leaving an aggregate of 1,995.12 RSUs and Additional RSUs unvested and (iii)

- (4) following January 30, 2018, the reporting person received aggregate dividend equivalents in the form of 7.39 Additional RSUs. On August 10, 2018, the reporting person received dividend equivalents in the form of 4.37 Additional RSUs, based on the \$68.63 market price per underlying share on the dividend payment date.

As previously reported, (i) on January 29, 2018, the reporting person was granted 2,270 RSUs pursuant to the 2013 Plan and (ii)

- (5) following January 29, 2018, the reporting person received aggregate dividend equivalents in the form of 4.07 Additional RSUs. On August 10, 2018, the reporting person received dividend equivalents in the form of 4.97 Additional RSUs, based on the \$68.63 market price per underlying share on the dividend payment date.

### Remarks:

EVP, Human Resources & Communications

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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