HEXCEL CORP /DE/ Form 4

Form 4 May 10, 2006

# 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

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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FORSYTH STEPHEN C Issuer Symbol HEXCEL CORP /DE/ [HXL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title Other (specify **HEXCEL CORPORATION, 281** 05/08/2006 below) TRESSER BLVD. Exec. Vice President and CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting STAMFORD, CT 06901 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Reneficially Owned

| ` **                                 | · · · · · ·                             | 1 ani   | e I - Non-D                            | erivative s   | securi    | ues Acqu   | nrea, Disposea oi  | , or benefician                                       | y 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.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) |           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |         |
|                                      |   |   | Code V                                 | Amount  | or<br>(D) | Price  | Transaction(s) (Instr. 3 and 4)                          |   |         |
| Common<br>Stock                      | 05/08/2006                              |   | M                                      | 33,000  | A         | \$ 2.74  | 207,371  | D   |         |
| Common<br>Stock                      | 05/08/2006                              |   | M                                      | 12,000  | A         | \$ 3.13  | 219,371  | D   |         |
| Common<br>Stock                      | 05/08/2006                              |   | S <u>(1)</u>                           | 400   | D         | \$ 23  | 218,971  | D   |         |
| Common<br>Stock                      | 05/08/2006                              |   | S <u>(1)</u>                           | 100   | D         | \$<br>23.01  | 218,871  | D   |         |
| Common<br>Stock                      | 05/08/2006                              |   | S <u>(1)</u>                           | 100   | D         | \$<br>23.02  | 218,771  | D   |         |

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

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| Common Stock         05/08/2006         S.D.         3,600         D.         \$23,03         215,171           Common Stock         05/08/2006         S.D.         1,500         D.         \$23,03         213,671           Common Stock         05/08/2006         S.D.         35,200         D.         \$23,05         178,471           Common Stock         05/08/2006         S.D.         4,500         D.         \$23,07         169,471           Common Stock         05/08/2006         S.D.         1,000         D.         \$23,07         169,471           Common Stock         05/08/2006         S.D.         1,600         D.         \$23,08         168,471           Common Stock         05/08/2006         S.D.         1,600         D.         \$23,09         166,871           Common Stock         05/08/2006         S.D.         14,500         D.         \$23,11         152,271           Common Stock         05/08/2006         S.D.         100         D.         \$23,11         152,271           Common Stock         05/08/2006         S.D.         100         D.         \$23,11         151,771           Common Stock         05/08/2006         S.D.         1,100         D.   |  |            |              |        |   |             |         |   |
|---|--|------------|--------------|--------|---|-------------|---------|---|
| Stock         05/08/2006         SE         1,300         D         23,04         215,07           Common Stock         05/08/2006         SE         35,200         D         \$23,05         178,471           Common Stock         05/08/2006         SE         4,500         D         \$23,06         173,971           Common Stock         05/08/2006         SE         1,000         D         \$23,08         169,471           Common Stock         05/08/2006         SE         1,600         D         \$23,09         166,871           Common Stock         05/08/2006         SE         14,500         D         \$23,11         152,271           Common Stock         05/08/2006         SE         100         D         \$23,11         152,271           Common Stock         05/08/2006         SE         300         D         \$23,11         151,771           Common Stock         05/08/2006         SE         300         D         \$3,17         151,471           Common Stock         05/08/2006         SE         1,100         D         \$23,12         138,871           Common Stock         05/08/2006         SE         11,500         D         \$23,22         138,671  |  | 05/08/2006 | S <u>(1)</u> | 3,600  | D |             | 215,171 | D |
| Stock         05/08/2006         S@         35,200         D         23,05         173,771           Common Stock         05/08/2006         S@         4,500         D         \$3,07         169,471           Common Stock         05/08/2006         S@         1,000         D         \$3,08         168,471           Common Stock         05/08/2006         S@         1,600         D         \$23.09         166,871           Common Stock         05/08/2006         S@         14,500         D         \$23.1         152,371           Common Stock         05/08/2006         S@         100         D         \$23.1         152,271           Common Stock         05/08/2006         S@         500         D         \$3,1         152,271           Common Stock         05/08/2006         S@         300         D         \$3,1         152,271           Common Stock         05/08/2006         S@         300         D         \$3,1         151,471           Common Stock         05/08/2006         S@         11,100         D         \$3,1         151,471           Common Stock         05/08/2006         S@         11,500         D         \$23.2         138,671  |  | 05/08/2006 | S <u>(1)</u> | 1,500  | D | \$<br>23.04 | 213,671 | D |
| Stock         05/08/2006         SQL         4,500         D         \$23.06         173/71           Common Stock         05/08/2006         SQL         1,000         D         \$23.07         169,471           Common Stock         05/08/2006         SQL         1,000         D         \$23.08         168,471           Common Stock         05/08/2006         SQL         1,600         D         \$23.09         166,871           Common Stock         05/08/2006         SQL         14,500         D         \$23.11         152,271           Common Stock         05/08/2006         SQL         100         D         \$23.11         152,271           Common Stock         05/08/2006         SQL         500         D         \$23.11         152,271           Common Stock         05/08/2006         SQL         300         D         \$23.11         152,271           Common Stock         05/08/2006         SQL         1,100         D         \$23.17         151,471           Common Stock         05/08/2006         SQL         1,100         D         \$23.18         150,371           Common Stock         05/08/2006         SQL         11,500         D         \$23.21   |  | 05/08/2006 | S <u>(1)</u> | 35,200 | D | \$<br>23.05 | 178,471 | D |
| Stock         05/08/2006         SE         4,500         D         23,07         169,471           Common Stock         05/08/2006         SE         1,000         D         \$23.08         168,471           Common Stock         05/08/2006         SE         1,600         D         \$23.09         166,871           Common Stock         05/08/2006         SE         14,500         D         \$23.1         152,371           Common Stock         05/08/2006         SE         100         D         \$23.11         152,271           Common Stock         05/08/2006         SE         500         D         \$23.15         151,771           Common Stock         05/08/2006         SE         300         D         \$23.17         151,471           Common Stock         05/08/2006         SE         1,100         D         \$23.18         150,371           Common Stock         05/08/2006         SE         11,500         D         \$23.21         138,671           Common Stock         05/08/2006         SE         200         D         \$23.21         138,071           Common Stock         05/08/2006         SE         1,300         D         \$23.22         138,071  |  | 05/08/2006 | S <u>(1)</u> | 4,500  | D | \$<br>23.06 | 173,971 | D |
| Stock         05/08/2006         SE         1,000         D         23.08         106,71           Common Stock         05/08/2006         SE         1,600         D         \$23.09         166,871           Common Stock         05/08/2006         SE         14,500         D         \$23.1         152,371           Common Stock         05/08/2006         SE         100         D         \$23.11         152,271           Common Stock         05/08/2006         SE         500         D         \$3.15         151,771           Common Stock         05/08/2006         SE         300         D         \$3.17         151,471           Common Stock         05/08/2006         SE         1,100         D         \$3.18         150,371           Common Stock         05/08/2006         SE         11,500         D         \$23.21         138,671           Common Stock         05/08/2006         SE         200         D         \$3.23         136,771           Common Stock         05/08/2006         SE         1,300         D         \$3.23         136,771           Common Stock         05/08/2006         SE         8,200         D         \$3.23         122,971 <td></td> <td>05/08/2006</td> <td>S(1)</td> <td>4,500</td> <td>D</td> <td></td> <td>169,471</td> <td>D</td>                                     |  | 05/08/2006 | S(1)         | 4,500  | D |             | 169,471 | D |
| Stock         05/08/2006         SED (1,600)         D (23.09)         1608/81           Common Stock         05/08/2006         SED (14,500)         D (8.23.1)         152,371           Common Stock         05/08/2006         SED (100)         D (8.23.1)         152,271           Common Stock         05/08/2006         SED (100)         D (100)         D (15,771)           Common Stock         05/08/2006         SED (100)         D (100)         D (15,771)           Common Stock         05/08/2006         SED (11,100)         D (11,100)         D (11,471)           Common Stock         05/08/2006         SED (11,500)         D (11,500) |  | 05/08/2006 | S <u>(1)</u> | 1,000  | D | \$<br>23.08 | 168,471 | D |
| Stock         05/08/2006         SO         14,500         D         \$ 23.1         152,371           Common Stock         05/08/2006         SO         100         D         \$ 23.11         152,271           Common Stock         05/08/2006         SO         500         D         \$ 151,771           Common Stock         05/08/2006         SO         300         D         \$ 151,471           Common Stock         05/08/2006         SO         11,100         D         \$ 23.18         150,371           Common Stock         05/08/2006         SO         11,500         D         \$ 23.2         138,871           Common Stock         05/08/2006         SO         200         D         \$ 23.2         138,671           Common Stock         05/08/2006         SO         200         D         \$ 138,671           Common Stock         05/08/2006         SO         05/08/2006         SO         05/08/2002         138,071           Common Stock         05/08/2006         SO         1,300         D         \$ 136,771           Common Stock         05/08/2006         SO         SO         D         23,25         122,971           Common Stock         05/08/2006  |  | 05/08/2006 | S <u>(1)</u> | 1,600  | D |             | 166,871 | D |
| Common Stock         05/08/2006         S(1)         500         D         \$ 151,771           Common Stock         05/08/2006         S(1)         300         D         \$ 23.17         151,471           Common Stock         05/08/2006         S(1)         1,100         D         \$ 23.18         150,371           Common Stock         05/08/2006         S(1)         11,500         D         \$ 23.2         138,871           Common Stock         05/08/2006         S(1)         200         D         \$ 23.21         138,671           Common Stock         05/08/2006         S(1)         600         D         \$ 23.22         138,071           Common Stock         05/08/2006         S(1)         1,300         D         \$ 23.23         136,771           Common Stock         05/08/2006         S(1)         8,200         D         \$ 23.25         128,571           Common Stock         05/08/2006         S(1)         5,600         D         \$ 23.26         122,971           Common Stock         05/08/2006         S(1)         800         D         \$ 23.27         122,171           Common Stock         05/08/2006         S(1)         80         D         \$ 23.28         12   |  | 05/08/2006 | S <u>(1)</u> | 14,500 | D | \$ 23.1     | 152,371 | D |
| Stock         05/08/2006         S⊡         300         D         23.15         151,771           Common Stock         05/08/2006         S(I)         300         D         \$ 151,471           Common Stock         05/08/2006         S(I)         1,100         D         \$ 23.18         150,371           Common Stock         05/08/2006         S(I)         11,500         D         \$ 23.2         138,871           Common Stock         05/08/2006         S(I)         200         D         \$ 23.21         138,671           Common Stock         05/08/2006         S(I)         600         D         \$ 23.22         138,071           Common Stock         05/08/2006         S(I)         1,300         D         \$ 23.22         136,771           Common Stock         05/08/2006         S(I)         8,200         D         \$ 23.25         128,571           Common Stock         05/08/2006         S(I)         5,600         D         \$ 23.26         122,971           Common Stock         05/08/2006         S(I)         800         D         \$ 23.27         122,171           Common Stock         05/08/2006         S(I)         500         D         \$ 23.28         121,671 <td></td> <td>05/08/2006</td> <td>S<u>(1)</u></td> <td>100</td> <td>D</td> <td>\$<br/>23.11</td> <td>152,271</td> <td>D</td>  |  | 05/08/2006 | S <u>(1)</u> | 100    | D | \$<br>23.11 | 152,271 | D |
| Common Stock         05/08/2006         S(1)         1,100         D         \$ 150,371           Common Stock         05/08/2006         S(1)         11,500         D         \$ 23.2         138,871           Common Stock         05/08/2006         S(1)         200         D         \$ 23.21         138,671           Common Stock         05/08/2006         S(1)         600         D         \$ 32,322         138,071           Common Stock         05/08/2006         S(1)         1,300         D         \$ 32,323         136,771           Common Stock         05/08/2006         S(1)         8,200         D         \$ 23,225         128,571           Common Stock         05/08/2006         S(1)         5,600         D         \$ 32,226         122,971           Common Stock         05/08/2006         S(1)         800         D         \$ 32,227         122,171           Common Stock         05/08/2006         S(1)         500         D         \$ 32,28         121,671  |  | 05/08/2006 | S <u>(1)</u> | 500    | D | \$<br>23.15 | 151,771 | D |
| Stock         05/08/2006         S⊡         1,100         D         23.18         150,371           Common Stock         05/08/2006         S∑         11,500         D         \$ 23.2         138,871           Common Stock         05/08/2006         S∑         200         D         \$ 23.21         138,671           Common Stock         05/08/2006         S∑         600         D         \$ 3,071           Common Stock         05/08/2006         S∑         1,300         D         \$ 3,232         136,771           Common Stock         05/08/2006         S∑         8,200         D         \$ 3,232         128,571           Common Stock         05/08/2006         S∑         5,600         D         \$ 23.26         122,971           Common Stock         05/08/2006         S∑         800         D         \$ 23.27         122,171           Common Stock         05/08/2006         S∑         500         D         \$ 23.28         121,671   |  | 05/08/2006 | S(1)         | 300    | D | \$<br>23.17 | 151,471 | D |
| Stock         05/08/2006         Sú         11,500         D         \$ 23.2         138,871           Common Stock         05/08/2006         Sú         200         D         \$ 138,671           Common Stock         05/08/2006         Sú         600         D         \$ 138,071           Common Stock         05/08/2006         Sú         1,300         D         \$ 136,771           Common Stock         05/08/2006         Sú         8,200         D         \$ 128,571           Common Stock         05/08/2006         Sú         5,600         D         \$ 122,971           Common Stock         05/08/2006         Sú         800         D         \$ 122,171           Common Stock         05/08/2006         Sú         500         D         \$ 122,171  |  | 05/08/2006 | S(1)         | 1,100  | D | \$<br>23.18 | 150,371 | D |
| Stock         05/08/2006         SOME 2006         23.21         138,071           Common Stock         05/08/2006         SOME 2006         SOME 2006         Domination 23.22         138,071           Common Stock         05/08/2006         SOME 2006         SOME 2006         Domination 23.23         136,771           Common Stock         05/08/2006         SOME 2006         SOME 2006         Domination 23.25         128,571           Common Stock         05/08/2006         SOME 2006         SOME 2006         Domination 23.27         122,971           Common Stock         05/08/2006         SOME 2006         SOME 2006         Domination 23.28         121,671           Common Stock         05/08/2006         SOME 2006         Domination 23.28         121,671  |  | 05/08/2006 | S(1)         | 11,500 | D | \$ 23.2     | 138,871 | D |
| Stock         05/08/2006         Said         600         D         23.22         138,071           Common Stock         05/08/2006         Said         1,300         D         \$ 136,771           Common Stock         05/08/2006         Said         8,200         D         \$ 128,571           Common Stock         05/08/2006         Said         5,600         D         \$ 122,971           Common Stock         05/08/2006         Said         800         D         \$ 122,171           Common Stock         05/08/2006         Said         500         D         \$ 122,171   |  | 05/08/2006 | S(1)         | 200    | D | \$<br>23.21 | 138,671 | D |
| Stock         05/08/2006         Sais         1,500         D         23.23         136,771           Common Stock         05/08/2006         Sais         8,200         D         \$ 128,571           Common Stock         05/08/2006         Sais         5,600         D         \$ 122,971           Common Stock         05/08/2006         Sais         800         D         \$ 122,171           Common Stock         05/08/2006         Sais         500         D         \$ 122,171   |  | 05/08/2006 | S(1)         | 600    | D | \$<br>23.22 | 138,071 | D |
| Stock         05/08/2006         Series         8,200         D         23.25         128,371           Common Stock         05/08/2006         Series         5,600         D         \$ 122,971           Common Stock         05/08/2006         Series         800         D         \$ 122,171           Common Stock         05/08/2006         Series         500         D         \$ 121,671   |  | 05/08/2006 | S(1)         | 1,300  | D |             | 136,771 | D |
| Common Stock         05/08/2006         S(1)         800         D         \$ 122,171           Common Stock         05/08/2006         S(1)         500         D         \$ 121,671   |  | 05/08/2006 | S <u>(1)</u> | 8,200  | D | \$<br>23.25 | 128,571 | D |
| Stock       05/08/2006       Stock       Stock       D       23.27       122,171         Common Stock       05/08/2006       Stock       Stock       D       \$ 121,671   |  | 05/08/2006 | S <u>(1)</u> | 5,600  | D | \$<br>23.26 | 122,971 | D |
| Stock 05/08/2000 S 500 D 23.28 121,071  |  | 05/08/2006 | S <u>(1)</u> | 800    | D |             | 122,171 | D |
| 05/08/2006 S <u>(1)</u> 200 D 121,471   |  | 05/08/2006 | S <u>(1)</u> | 500    | D | \$<br>23.28 | 121,671 | D |
|   |  | 05/08/2006 | S <u>(1)</u> | 200    | D |             | 121,471 | D |

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| Common<br>Stock |            |              |       |   | \$<br>23.29         |   |
|-----------------|------------|--------------|-------|---|---------------------|---|
| Common<br>Stock | 05/08/2006 | S <u>(1)</u> | 5,300 | D | \$ 23.3 116,171     | D |
| Common<br>Stock | 05/08/2006 | S <u>(1)</u> | 500   | D | \$<br>23.31 115,671 | D |
| Common<br>Stock | 05/08/2006 | S <u>(1)</u> | 1,000 | D | \$<br>23.32 114,671 | D |
| Common<br>Stock | 05/08/2006 | S <u>(1)</u> | 300   | D | \$<br>23.33 114,371 | D |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | TransactionDerivative Code Securities |                     | TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, |                 | nsactiorDerivative Expiration Date de Securities (Month/Day/Year) str. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, |  | 7. Title and Amour Underlying Securit (Instr. 3 and 4) |  |
|---|---|--------------------------------------|---|---|---------------------------------------|---------------------|--|-----------------|---|--|--|--|
|   |   |                                      |   | Code V                                  | (A) (D)                               | Date<br>Exercisable | Expiration<br>Date   | Title           | Amo<br>or<br>Num<br>of Sh   |  |  |  |
| Non-Qualified<br>Stock Option                       | \$ 2.74   | 05/08/2006                           |   | M                                       | 33,000                                | <u>(2)</u>          | 01/10/2012   | Common<br>Stock | 33,0  |  |  |  |
| Non-Qualified<br>Stock Option                       | \$ 3.13   | 05/08/2006                           |   | M                                       | 12,000                                | (2)                 | 01/06/2013   | Common<br>Stock | 12,0  |  |  |  |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                              |       |  |  |  |
|--|---------------|-----------|------------------------------|-------|--|--|--|
|  | Director      | 10% Owner | Officer                      | Other |  |  |  |
| FORSYTH STEPHEN C<br>HEXCEL CORPORATION<br>281 TRESSER BLVD.<br>STAMFORD, CT 06901 |               |           | Exec. Vice President and CFO |       |  |  |  |

Reporting Owners 3

# **Signatures**

/s/Stephen C. Forsyth by Seth L. Kaplan, Attorney-in-fact

05/10/2006

\*\*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 sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on March 15, 2006.
- (2) This Non-Qualified Stock Option became vested with respect to one third of the underlying shares of Common Stock on each of the first three anniversaries of the grant date.

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.

Signatures 4