HEXCEL CORP /DE/ Form 4 May 12, 2006

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue.

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

SECURITIES

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

BELLOWS H ARTHUR JR

Symbol
HEXCEL CORP /DE/ [HXL]

(Check all applicable)

(Last) (First)

(Middle)

3. Date of Earliest Transaction

_X__ Director _____ 10% Owner

BRAEBURN ASSOCIATES

05/11/2006

(Month/Day/Year)

Officer (give title Delow)
Other (specify below)

03/11/2000

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year)

(Instr. 8)

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

Person

GREENWICH, CT 06830

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)

5. Amount of 6. Ownership
Securities Form: Direct
Beneficially (D) or Indirec
Owned (I)
Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4)

(A) or

(Instr. 3, 4 and 5)

Reported Transaction(s) (Instr. 3 and 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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deri Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (Inst

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Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date orNumber of Shares Restricted Common (2) (2)

Α

2,051

2,051

Stock

Reporting Owners

Reporting Owner Name / Address

<u>(2)</u>

Relationships

05/11/2006

Director 10% Owner Officer Other

BELLOWS HARTHUR JR **BRAEBURN ASSOCIATES** X GREENWICH, CT 06830

Signatures

Stock

Units (1)

/s/ H. Arthur Bellows, Jr. by Seth L. Kaplan, Attorney-in-fact

05/12/2006

**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).
- Restricted Stock Units ("RSUs") granted under the Hexcel Corporation 2003 Incentive Stock Plan in a transaction exempt under Rule **(1)**
- The RSUs vest in three equal installments on the grant date and on the first and second anniversaries of the grant date and convert into an (2) equal number of shares of common stock at such time as the grantee ceases to be a director of Hexcel Corporation. Vesting and conversion are subject to certain acceleration and termination provisions.

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.

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