Pensky Wayne C Form 4/A January 25, 2011

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Pensky Wayne C

(Zip)

(Middle) (Last) (First)

HEXCEL CORPORATION, 281 TRESSER BLVD.

(Street)

STAMFORD, CT 06901

(State)

(City)

2. Issuer Name and Ticker or Trading Symbol

HEXCEL CORP /DE/ [HXL]

3. Date of Earliest Transaction

(Month/Day/Year) 01/22/2011

4. If Amendment, Date Original

Filed(Month/Day/Year) 01/24/2011

OMB APPROVAL

OMB Number:

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response...

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Issuer (Check all applicable) Director 10% Owner X_ Officer (give title Other (specify below) below) SVP, CFO 6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

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 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (T) Following (Instr. 4) (Instr. 4) Reported

(A) 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.

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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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired (A) or

Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Ex

Date Expiration Title Exercisable Date

or Number of

Amount

Shares

Restricted

Stock (1) 01/22/2011 Units M 4,259

01/22/2011 01/22/2011

Common Stock 4,259

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pensky Wayne C HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD, CT 06901

SVP, CFO

Signatures

/s/ Wayne C. Pensky, by Adam P. Gold, Attorney-in-fact

01/25/2011

**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).
- The RSUs were granted in a transaction exempt under Rule 16b. On the third anniversary of the grant date, RSUs are converted into an equivalent number of shares of Common Stock that are distributed to the grantee.
- (2) The reporting person's original Form 4 erroneously reported the conversion of the RSUs as an acquisition of RSUs. This amended Form 4 is being filed to report the conversion of RSUs as a disposition of RSUs.
- (3) The RSUs were awarded to the grantee in lieu of a portion of the grantee's 2008 bonus at a cost of \$16.03 per RSU.

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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