

Canario Michael
Form 4
May 01, 2018

FORM 4

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

OMB APPROVAL

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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 *
Canario Michael

(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)

04/27/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/27/2018		M		3,417	A	\$ 19.02
Common Stock	04/27/2018		M		4,971	A	\$ 25.03
Common Stock	04/27/2018		M		5,280	A	\$ 28.27
Common Stock	04/27/2018		M		3,737	A	\$ 43.01
Common Stock	04/27/2018		M		4,832	A	\$ 43.96

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Common Stock	04/27/2018	M	3,609	A	\$ 41.71	29,419.5	D
Common Stock	04/27/2018	M	2,076	A	\$ 50.5	31,495.5	D
Common Stock	04/27/2018	F	20,984	D	\$ 66.76	10,511.5	D

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

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(9-02)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19.02	04/27/2018		M		3,147		01/31/2014 ⁽¹⁾	01/31/2021	Common Stock	3,417
Employee Stock Option (Right to Buy)	\$ 25.03	04/27/2018		M		4,971		01/30/2015 ⁽¹⁾	01/30/2022	Common Stock	4,971
Employee Stock Option (Right to Buy)	\$ 28.27	04/27/2018		M		5,280		01/28/2016 ⁽¹⁾	01/28/2023	Common Stock	5,280
Employee Stock Option (Right to Buy)	\$ 43.01	04/27/2018		M		3,737		01/28/2017	01/28/2024	Common Stock	3,737

Buy)

Employee
Stock

Option (Right to Buy)	\$ 43.96	04/27/2018	M	4,832	01/27/2018 ⁽¹⁾	01/27/2025	Common Stock	4,832
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Employee
Stock

Option (Right to Buy)	\$ 41.71	04/27/2018	M	3,609	⁽²⁾	01/26/2026	Common Stock	3,609
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Employee
Stock

Option (Right to Buy)	\$ 50.5	04/27/2018	M	2,076	⁽³⁾	01/30/2027	Common Stock	2,076
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Canario Michael HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR STAMFORD, CT 06901				See Remarks

Signatures

/s/ Steven A. Wein, as attorney-in-fact for Michael J. Canario	05/01/2018
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**Signature of Reporting Person	Date
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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 options vested in equal increments on the first three anniversaries of the date of grant. The date shown in the table is the date the options became fully vested.
- (2) The option vested as to 3,609 underlying shares in equal increments on January 26, 2017 and 2018. The option will vest with respect to the remaining 1,804 underlying shares on January 26, 2019.
- (3) The option vested as to 2,076 underlying shares in equal increments on January 26, 2017 and 2018. The option will vest with respect to the remaining 4,149 underlying shares in equal increments on January 30, 2019 and 2020.

Remarks:

President - Americas, Aerospace & Corporate Business Development

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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