

GRAVES JEFFREY A  
Form 4  
February 14, 2019

**FORM 4**

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

OMB APPROVAL

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**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 \*  
GRAVES JEFFREY A

(Last) (First) (Middle)

C/O 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)  
02/12/2019

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)

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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | 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 Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--------------|---|--|----------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--------------|---|--|----------|

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| Security<br>(Instr. 3)                      | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security<br>(Instr. |                    |                 |  |    |
|---|---|-------------------------|--------------------|---|------------------|------------------|---------------------|--------------------|-----------------|--|----|
|   |   |                         | 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>  | 02/12/2019              | A                  |   | 5.46             |                  | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 5.46                                   | \$ |
| Restricted<br>Stock<br>Units <sup>(1)</sup> | <u>(1)</u>  | 02/12/2019              | A                  |   | 4.7              |                  | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 4.7                                    | \$ |
| Restricted<br>Stock<br>Units <sup>(1)</sup> | <u>(1)</u>  | 02/12/2019              | A                  |   | 5.12             |                  | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 5.12                                   | \$ |
| Restricted<br>Stock<br>Units <sup>(1)</sup> | <u>(1)</u>  | 02/12/2019              | A                  |   | 4.41             |                  | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 4.41                                   | \$ |
| Restricted<br>Stock<br>Units <sup>(1)</sup> | <u>(1)</u>  | 02/12/2019              | A                  |   | 0.61             |                  | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 0.61                                   | \$ |
| Restricted<br>Stock<br>Units <sup>(1)</sup> | <u>(1)</u>  | 02/12/2019              | A                  |   | 0.59             |                  | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 0.59                                   | \$ |
| Restricted<br>Stock<br>Units <sup>(1)</sup> | <u>(1)</u>  | 02/12/2019              | A                  |   | 3.37             |                  | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 3.37                                   | \$ |
| Restricted<br>Stock<br>Units <sup>(1)</sup> | <u>(1)</u>  | 02/12/2019              | A                  |   | 0.57             |                  | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 0.57                                   | \$ |
| Restricted<br>Stock<br>Units                | <u>(1)</u>  | 02/12/2019              | A                  |   | 0.63             |                  | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 0.63                                   | \$ |
| Restricted<br>Stock<br>Units                | <u>(1)</u>  | 02/12/2019              | A                  |   | 0.61             |                  | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 0.61                                   | \$ |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GRAVES JEFFREY A<br>C/O HEXCEL CORPORATION<br>281 TRESSER BLVD., 16TH FLOOR<br>STAMFORD, CT 06901 |               | X         |         |       |

## Signatures

/s/ Heather M. DeGregorio, as attorney-in-fact for Jeffrey A.  
Graves

02/14/2019

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

(2) The RSUs and Additional RSUs vest in equal increments on a daily basis over one year and, in accordance with the reporting person's deferral election, will be converted into an equivalent number of shares of common stock of the issuer following the date the reporting person ceases to be a member of the board of directors of the issuer.

(3) As previously reported, (i) on May 8, 2014, the reporting person was granted 2,508 RSUs pursuant to the Hexcel Corporation 2013 Stock Incentive Plan (the "2013 Plan") and (ii) the reporting person has received aggregate dividend equivalents in the form of 89.17 Additional RSUs since the grant date. On February 12, 2019, the reporting person received dividend equivalents in the form of 5.46 Additional RSUs, based on the \$71.28 market price per underlying share on the dividend payment date.

(4) As previously reported, (i) on May 7, 2015, the reporting person was granted 2,169 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 67.13 Additional RSUs since the grant date. On February 12, 2019, the reporting person received dividend equivalents in the form of 4.70 Additional RSUs, based on the \$71.28 market price per underlying share on the dividend payment date.

(5) As previously reported, (i) on May 5, 2016, the reporting person was granted 2,382 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 51.93 Additional RSUs since the grant date. On February 12, 2019, the reporting person received dividend equivalents in the form of 5.12 Additional RSUs, based on the \$71.28 market price per underlying share on the dividend payment date.

(6) As previously reported, (i) on May 4, 2017, the reporting person was granted 2,072 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 26.47 Additional RSUs since the grant date. On February 12, 2019, the reporting person received dividend equivalents in the form of 4.41 Additional RSUs, based on the \$71.28 market price per underlying share on the dividend payment date.

(7) As previously reported, (i) on January 5, 2018, the reporting person was granted 289 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 2.39 Additional RSUs since the grant date. On February 12, 2019, the reporting person received dividend equivalents in the form of 0.61 Additional RSUs, based on the \$71.28 market price per underlying share on the dividend payment date.

(8) As previously reported, (i) on April 13, 2018, the reporting person was granted 282 RSUs pursuant to 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 1.79 Additional RSUs since the grant date. On February 12, 2019, the reporting person received dividend equivalents in the form of 0.59 Additional RSUs, based on the \$71.28 market price per underlying share on the dividend payment date.

(9) As previously reported, (i) on May 3, 2018, the reporting person was granted 1,595 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 10.23 Additional RSUs since the grant date. On February 12, 2019, the reporting person received dividend equivalents in the form of 3.37 Additional RSUs, based on the \$71.28 market price per underlying share on the dividend payment date.

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(10) As previously reported, (i) on July 6, 2018, the reporting person was granted 272 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 1.28 Additional RSUs since the grant date. On February 12, 2019, the reporting person received dividend equivalents in the form of 0.57 Additional RSUs, based on the \$71.28 market price per underlying share on the dividend payment date.

(11) As previously reported, (i) on October 12, 2018, the reporting person was granted 299 RSUs pursuant to the 2013 Plan and (ii) the reporting person has received aggregate dividend equivalents in the form of 0.72 Additional RSUs since the grant date. On February 12, 2019, the reporting person received dividend equivalents in the form of 0.63 Additional RSUs, based on the \$71.28 market price per underlying share on the dividend payment date.

(12) As previously reported, on January 18, 2019, the reporting person was granted 293 RSUs pursuant to the 2013 Plan. On February 12, 2019, the reporting person received dividend equivalents in the form of 0.61 Additional RSUs, based on the \$71.28 market price per underlying share on the dividend payment 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.