

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-25** | Period of Report: **2013-01-23**  
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### REPORTING OWNER

**Pensky Wayne C**

CIK: **1396157**

Type: **4** | Act: **34** | File No.: **001-08472** | Film No.: **13547743**

Mailing Address

*281 TRESSER BOULEVARD  
STAMFORD CT 06901*

### ISSUER

**HEXCEL CORP /DE/**

CIK: **717605** | IRS No.: **941109521** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **2821** Plastic materials, synth resins & nonvulcan elastomers

Mailing Address

*TWO STAMFORD PLAZA  
281 TRESSER BLVD., 16TH  
FLOOR  
STAMFORD CT 06901*

Business Address

*TWO STAMFORD PLAZA  
281 TRESSER BLVD., 16TH  
FLOOR  
STAMFORD CT 06901  
203-969-0666*

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP**

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. Name and Address of Reporting Person <b>Pensky Wayne C</b>			2. Issuer Name and Ticker or Trading Symbol <b>HEXCEL CORP/DE/ [HXL]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP, CFO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/23/2013</b>					
HEXCEL CORPORATION, 281 TRESSER BLVD.			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
STAMFORD, CT 06901								
(City)	(State)	(Zip)						

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock <sup>(1)</sup>	01/23/2013		M		27,590	A \$ 0	126,178	D	
Common Stock <sup>(2)</sup>	01/23/2013		F		13,551	D \$27.65	112,627	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units <sup>(3)</sup>	<sup>(3)</sup>	01/23/2013		M		27,590		<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	27,590	\$ 0	0	D	

**Explanation of Responses:**

- The Common Stock was acquired upon the conversion of Restricted Stock Units ("RSUs") in accordance with the terms of an underlying Performance Based Award Agreement (the "Agreement") dated February 1, 2010. The RSUs were granted based on the level of attainment of specified financial performance criteria set forth in the Agreement, and were granted in a transaction exempt under Rule 16b.
- The Common Stock was withheld as payment of tax withholding required upon conversion of RSUs.

3. These RSUs were granted in a transaction exempt under Rule 16b. Upon vesting, RSUs are converted into an equivalent number of shares of Common Stock that are distributed to the grantee.
4. The RSUs vested and converted into an equivalent number of shares of Common Stock on January 23, 2013.

**Signatures**

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

\*\* Signature of Reporting Person

01/25/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**