#### GENDRON THOMAS A

Form 4

November 13, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31,

2005

0.5

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obligations

Check this box

may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **GENDRON THOMAS A** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) (Last)

HEXCEL CORP /DE/ [HXL]

(Check all applicable)

C/O HEXCEL

CORPORATION, 281 TRESSER

3. Date of Earliest Transaction (Month/Day/Year)

11/09/2018

X\_ Director 10% Owner Officer (give title Other (specify below)

BLVD., 16TH FLOOR

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

STAMFORD, CT 06901

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

(State)

3. (Month/Day/Year) Execution Date, if Code (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

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

(A) Transaction(s) or (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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

Transactionof

5. Number 6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. Price Underlying Securities Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Deriva Securio Acquin (A) or Dispos of (D) (Instr. and 5)	ties red sed 3, 4,	(Month/Day/Year)		(Instr. 3 and 4)		Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	(1)	11/09/2018		A	6.27		(2)	(2)	Common Stock	6.27	\$
Restricted Stock Units (1)	(1)	11/09/2018		A	5.4		(2)	(2)	Common Stock	5.4	\$
Restricted Stock Units (1)	(1)	11/09/2018		A	5.88		<u>(2)</u>	(2)	Common Stock	5.88	\$
Restricted Stock Units (1)	(1)	11/09/2018		A	5.07		(2)	(2)	Common Stock	5.07	\$
Restricted Stock Units (1)	(1)	11/09/2018		A	3.88		(2)	<u>(2)</u>	Common Stock	3.88	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
GENDRON THOMAS A							
C/O HEXCEL CORPORATION	v						
281 TRESSER BLVD., 16TH FLOOR	X						
STAMFORD, CT 06901							

# **Signatures**

/s/ Heather M. DeGregorio, as attorney-in-fact for Thomas A.
Gendron

11/13/2018

\*\*Signature of Reporting Person

## **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

Date

Reporting Owners 2

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dividends are paid on shares of common stock of the issuer.

- 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.
- 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 82.90 Additional RSUs since the grant date. On November 9, 2018, the reporting person received dividend equivalents in the form of 6.27 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.
- 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 61.73 Additional RSUs since the grant date. On November 9, 2018, the reporting person received dividend equivalents in the form of 5.40 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.
- 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 46.05 Additional RSUs since the grant date. On November 9, 2018, the reporting person received dividend equivalents in the form of 5.88 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.
- 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 21.40 Additional RSUs since the grant date. On November 9, 2018, the reporting person received dividend equivalents in the form of 5.07 Additional RSUs, based on the \$61.89 market price per underlying share on the dividend payment date.
- 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 6.35 Additional RSUs since the grant date. On November 9, 2018, the reporting person received dividend equivalents in the form of 3.88 Additional RSUs, based on the \$61.89 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.