

BERGES DAVID E
Form 4/A
January 14, 2011

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 *
BERGES DAVID E

(Last) (First) (Middle)

HEXCEL CORPORATION, 281
TRESSER BLVD.

(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)
06/09/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
02/02/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/09/2010 | | G V | Amount 17,500 (1) | D \$ 0 256,672 (2) | D | |
| Common Stock | 06/09/2010 | | G V | Amount 17,500 (1) | A \$ 0 80,339 | I | By Berges Family Trust |
| Common Stock | | | | | 74,848 | I | By Berges 2009 Grantor Retained Annuity Trust I (3) |

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Common Stock 12/22/2010 G V 42,164⁽⁴⁾ A \$ 0 298,836 D

Common Stock 12/22/2010 G V 42,164⁽⁴⁾ A \$ 0 38,175 I

By Berges Family Trust

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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERGES DAVID E HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD, CT 06901 | X | | Chairman & CEO | |

Signatures

/s/David E. Berges by Adam P. Gold,
Attorney-in-fact

01/15/2011

**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).

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- (1) Represents transfer of shares to the Berges Family Trust.

The reporting person's original Form 4 erroneously indicated that the number of shares of common stock was 236,520 as a transfer of shares from the Berges 2009 Grantor Retained Annuity Trust I to Mr. Berges was not included. This amended Form 4 is being filed to correct the number of shares of common stock to include the transfer of those shares.

- (2) shares from the Berges 2009 Grantor Retained Annuity Trust I to Mr. Berges was not included. This amended Form 4 is being filed to correct the number of shares of common stock to include the transfer of those shares.
- (3) On June 9, 2010, 20,152 shares were transferred from the Berges 2009 Grantor Retained Annuity Trust I to Mr. Berges.
- (4) On December 22, 2010, 42,164 shares were transferred from the Berges Family Trust to Mr. Berges.

Remarks:

Exhibit 24 -- Power of Attorney

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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