## Edgar Filing: Brubaker Lynn - Form 4

Brubaker Ly	nn									
Form 4										
May 07, 201	2									
FORM	1 4								PPROVAL	
	UNITEDSI		ITIES A			NGE (	COMMISSION	OMB Number:	3235-0287	
Check thi								Expires:	January 31,	
if no long subject to		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP					<b>NERSHIP OF</b>		2005	
Section 1		SECURITIES						Estimated burden hou	•	
Form 4 or	r							response	•	
Form 5	Filed pursua	ant to Section 1	6(a) of the	e Securiti	es Ez	xchang	ge Act of 1934,			
obligation may cont			•	•			of 1935 or Section	n		
<i>See</i> Instruction 1(a) of the Investment Company Act of 1940 1(b).										
(Print or Type F	Responses)									
						Reporting Person(s) to				
Brubaker Ly	Symbol	Symbol				Issuer				
	HEXCE	HEXCEL CORP /DE/ [HXL]				(Check all applicable)				
(Last)	(First) (Mide	ile) 3. Date of	Earliest Tra	ansaction			(Che)	ek all applicabl	()	
	(Month/D	(Month/Day/Year)				_X_ Director	109	6 Owner		
281 TRESS	05/05/20	05/05/2012				Officer (give title Other (specify below) below)				
FLOOR							below)	Delow)		
	(Street)	4. If Ame	ndment, Dat	te Original			6. Individual or J	oint/Group Fili	ng(Check	
			th/Day/Year)				Applicable Line)			
			·				_X_ Form filed by			
STAMFOR	D, CT 06901						Form filed by 1 Person	More than One R	eporting	
(City)	(State) (Zip	<sup>o)</sup> Table	e I - Non-De	erivative S	lecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction Date 2	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year) H	Execution Date, if	Transactio	onAcquired	(A) o	or	Securities	Form: Direct	Indirect	
(Instr. 3)		iny	Code	Disposed			Beneficially	(D) or	Beneficial	
	(	Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
							Reported	(1130. 4)	(1150.4)	
					(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	05/05/2012						5.022	D		
Stock $(1)$	05/05/2012		Μ	3,143	А	\$0	5,933	D		

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

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number onof 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Restricted Stock Units (2)	\$ 0	05/05/2012		М	3,143	05/05/2012	05/05/2012 <u>(3)</u>	Common Stock	3,143

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Brubaker Lynn 281 TRESSER BLVD. 16TH FLOOR STAMFORD, CT 06901	Х						
Signatures							
/s/ Lynn Brubaker by Adam P. attorney-in-fact	Gold,	05/07/2012					
<u>**</u> Signature of Reporting I	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) The Common Stock was acquired upon the conversion of Restricted Stock Units ("RSUs") in accordance with the terms of the underlying agreement. The RSUs were granted in a transaction exempt under Rule 16b.
- (2) RSUs granted under the Hexcel Corporation 2003 Incentive Stock Plan in a transaction exempt under Rule 16b.
- (3) The RSUs vested proportionately over the one-year period immediately following the grant date, and converted into an equivalent number of shares of Common Stock on the first anniversary of the grant date. The grant date was one year prior to the expiration 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.