

GS CAPITAL PARTNERS 2000 GMBH & CO BETEILIGUNGS KG
 Form 4
 August 11, 2005

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 *
GOLDMAN SACHS GROUP INC/

2. Issuer Name and Ticker or Trading Symbol
HEXCEL CORP /DE/ [HXL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
85 BROAD ST,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2005

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10004

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/09/2005 | | C | 4,673,162 (3) (4) | A \$ 3 (4) 8,104,262 | I | See footnotes (1) (2) (6) (7) (8) (9) (10) (11) |
| Common Stock | 08/09/2005 | | S | 8,098,002 (5) | D \$ 18 6,260 | I | See footnotes (1) (2) (6) (7) (8) (9) (10) (11) |

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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Series A Convertible Preferred Stock | \$ 3 ⁽⁴⁾ | 08/09/2005 | | C | 4,801 | 03/19/2003 | 01/22/2010 | Common Stock | 1,600 |
| Series B Convertible Preferred Stock | \$ 3 ⁽⁴⁾ | 08/09/2005 | | C | 47,125 | 03/19/2003 | 01/22/2010 | Common Stock | 3,072 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004 | | X | | |
| GOLDMAN SACHS & CO 85 BROAD ST C/O GOLDMAN SACHS AND CO NEW YORK, NY 10004 | | X | | |
| GS CAPITAL PARTNERS 2000 LP 85 BROAD STREET NEW YORK, NY 10004 | | X | | |
| GS CAPITAL PARTNERS 2000 EMPLOYEE FUND LP 85 BROAD ST NEW YORK, NY 10004 | | X | | |
| GS CAPITAL PARTNERS 2000 GMBH & CO BETEILIGUNGS KG MESSE TURM 60308 | | X | | |

FRANKFURT AM MAIN
GERMANY, 2M 00000

GS CAPITAL PARTNERS 2000 OFFSHORE LP
MESSE TURM 60308
FRANKFURT AM MAIN
GERMANY, 2M 00000

X

GOLDMAN SACHS & CO OHG
85 BROAD STREET
NEW YORK, NY 10004

X

GOLDMAN SACHS MANAGEMENT GP GMBH
MESSETURM 60308
FRANKFURT AM MAIN
GERMANY, 2M 00000

X

GS EMPLOYEE FUNDS 2000 GP LLC
85 BROAD ST
NEW YORK, NY 10004

X

STONE STREET FUND 2000 LP
85 BROAD ST
NEW YORK, NY 10004

X

Signatures

/s/Ted Chang,
Attorney-in-fact 08/11/2005

__Signature of Reporting Person Date

/s/Ted Chang,
Attorney-in-fact 08/11/2005

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Attorney-in-fact 08/11/2005

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08/11/2005

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- Each of (i) GS Capital, the managing member of LXH, the managing general partner of LXH L.P. and the sole stockholder of LXH Corp., and (ii) GS Advisors, the general partner of GS Capital, may be deemed to beneficially own indirectly an aggregate of 42 shares of Common Stock by reason of LXH's beneficial ownership of such shares. Each of GS Capital and GS Advisors disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein.
- (8) LXH Corp., the limited partner of LXH L.P., may be deemed to beneficially own indirectly 1.45 shares of Common Stock by reason of LXH's beneficial ownership of such shares. LXH Corp. disclaims beneficial ownership of the shares of Common Stock described herein except to the extent of its pecuniary interest therein.
- LXH L.P., a member of LXH, may be deemed to beneficially own indirectly 1.69 shares of Common Stock by reason of LXH's beneficial ownership of such shares. LXH L.P. disclaims beneficial ownership of the shares of Common Stock described herein except to the extent of its pecuniary interest therein. LXH may be deemed to beneficially own directly 42 shares of Common Stock. Each of (i)
- (9) GS Offshore, the managing member of LXH II, and (ii) GS Advisors, the general partner of GS Offshore, may be deemed to beneficially own indirectly 15 shares of Common Stock by reason of LXH II's beneficial ownership of such shares. Each of GS Offshore and GS Advisors disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein.
- Each of (i) GS Germany, a member of LXH II, (ii) GS GmbH, the sole managing partner of GS Germany, and (iii) GS oHG, the sole stockholder of GS GmbH, may be deemed to beneficially own indirectly 2 shares of Common Stock by reason of LXH II's beneficial ownership of such shares. Each of GS Germany, GS GmbH and GS oHG disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein. Each of (i) GS Employee, a member of LXH II and (ii) GS Employee 2000, the general partner of GS Employee, may be deemed to beneficially own indirectly 14 shares of Common Stock by reason of LXH II's beneficial ownership of such shares. Each of GS Employee and GS Employee 2000 disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein.
- (10) Each of (i) Stone Street, a member of LXH II and (ii) Stone 2000, the general partner of Stone Street, may be deemed to beneficially own indirectly 1 share of Common Stock by reason of LXH II's beneficial ownership of such shares. Each of Stone Street and Stone 2000 disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of its pecuniary interest therein.
- GS Group and Goldman Sachs may be deemed to beneficially own indirectly 42,324 shares of Series A Preferred Stock by reason of the beneficial ownership of such shares by the Limited Partnerships. GS Capital may be deemed to beneficially own directly 24,104.74 shares of Series A Preferred Stock. GS Offshore may be deemed to beneficially own directly 8,758.176 shares of Series A Preferred Stock. GS Germany may be deemed to beneficially own directly 1,007.799 shares of Series A Preferred Stock. GS Employee may be deemed to beneficially own directly 7,658.45 shares of Series A Preferred Stock. Stone Street may be deemed to beneficially own directly 794.835 shares of Series A Preferred Stock. (continued in next footnote)
- (12) Affiliates of GS Group and Goldman Sachs are the general partners or managing partners of the Limited Partnerships. Goldman Sachs is the investment manager of the Limited Partnerships. Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group. Each of Goldman Sachs and GS Group disclaims beneficial ownership of the shares of Series A Preferred Stock owned beneficially and directly by the Limited Partnerships, except to the extent of their pecuniary interest therein.
- (13) GS Advisors may be deemed to beneficially own indirectly an aggregate of (i) 24,104.74 shares of Series A Preferred Stock by reason of GS Capital's beneficial ownership of such shares and (ii) an aggregate of 8,758.176 shares of Series A Preferred Stock by reason of GS Offshore's beneficial ownership of such shares. GS Advisors disclaims beneficial ownership of the shares of Series A Preferred Stock reported herein except to the extent of its pecuniary interest therein. Each of GS GmbH and GS oHG may be deemed to beneficially own indirectly an aggregate of 1,007.799 shares of Series A Preferred Stock by reason of GS Germany's beneficial ownership of such shares. Each of GS GmbH and GS oHG disclaims beneficial ownership of the shares of Series A Preferred Stock reported herein except to the extent of its pecuniary interest therein.
- (14) GS Employee 2000 may be deemed to beneficially own indirectly an aggregate of 7,658.45 shares of Series A Preferred Stock by reason of GS Employee's beneficial ownership of such shares. GS Employee 2000 disclaims beneficial ownership of the shares of Series A Preferred Stock reported herein except to the extent of its pecuniary interest therein. Stone 2000 may be deemed to beneficially own indirectly an aggregate of 794.835 shares of Series A Preferred Stock by reason of Stone Street's beneficial ownership of such shares. Stone 2000 disclaims beneficial ownership of the shares of Series A Preferred Stock reported herein except to the extent of its pecuniary interest therein.
- (15) As a result of the Conversion, the Reporting Persons no longer beneficially own, directly or indirectly, any shares of Series B Preferred Stock.
- (16)

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.