

HURLEY DAVID C
Form 5
January 24, 2012

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HURLEY DAVID C

(Last) (First) (Middle)

281 TRESSER BLVD., 16TH FLOOR

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/24/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Former Director

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock ⁽¹⁾ | 05/05/2011 | | M | 17,843 A | \$ 0 17,843 | D | |

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

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SEC 2270 (9-02)

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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units ⁽²⁾ | \$ 0 | 05/05/2011 | Â | M | Â 2,051 | 05/11/2007 Â ⁽³⁾ | Common Stock | 2,051 |
| Restricted Stock Units ⁽²⁾ | \$ 0 | 05/05/2011 | Â | M | Â 2,198 | 05/10/2008 Â ⁽⁴⁾ | Common Stock | 2,198 |
| Restricted Stock Units ⁽²⁾ | \$ 0 | 05/05/2011 | Â | M | Â 2,371 | 05/08/2009 Â ⁽⁴⁾ | Common Stock | 2,371 |
| Restricted Stock Units ⁽²⁾ | \$ 0 | 05/05/2011 | Â | M | Â 5,247 | 05/07/2010 Â ⁽⁴⁾ | Common Stock | 5,247 |
| Restricted Stock Units ⁽²⁾ | \$ 0 | 05/05/2011 | Â | M | Â 3,215 | 05/06/2011 Â ⁽⁴⁾ | Common Stock | 3,215 |
| Restricted Stock Units ⁽²⁾ | \$ 0 | 05/05/2011 | Â | M | Â 2,761 | 12/15/2008 Â ⁽³⁾ | Common Stock | 2,761 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| HURLEY DAVID C 281 TRESSER BLVD. 16TH FLOOR STAMFORD,Â CTÂ 06901 | Â | Â | Â | Former Director |

Signatures

/s/ David C. Hurley by Adam P. Gold,
Attorney-in-fact

01/24/2012

__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).
- (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.
The RSUs vested one-third on grant and one-third on each of the first and second anniversaries of the grant date, and converted into an
- (3) equivalent number of shares of Common Stock at such time as the grantee ceased to be a member of Hexcel's Board of Directors. Vesting and conversion were subject to certain acceleration and termination provisions. The grant date was two years prior to the date exercisable.
The RSUs vested ratably over the one year following the grant date, and converted into an equal number of shares at such time as the
- (4) grantee ceased to be a member of Hexcel's Board of Directors. Vesting and conversion were subject to certain acceleration and termination provisions. The grant date was one year prior to the date exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.