

Pensky Wayne C
Form 3
May 01, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Pensky Wayne C | | (Month/Day/Year) | HEXCEL CORP /DE/ [HXL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 04/27/2007 | | |
| HEXCEL CORPORATION,Â 281 TRESSER BLVD. | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | SVP, CFO | |
| STAMFORD,Â CTÂ 06901 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 7,409 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Non-Qualified Stock Options ⁽¹⁾ | Â ⁽²⁾ | 01/29/2017 | Common Stock | 8,542 | \$ 18.17 | D | Â |
| Restricted Stock Units ⁽³⁾ | Â ⁽³⁾ | 01/29/2010 | Common Stock | 2,024 | \$ 0 | D | Â |
| Non-Qualified Stock Options ⁽¹⁾ | Â ⁽²⁾ | 02/07/2016 | Common Stock | 5,432 | \$ 22 | D | Â |
| Restricted Stock Units ⁽³⁾ | Â ⁽³⁾ | 02/07/2009 | Common Stock | 911 | \$ 0 | D | Â |
| Restricted Stock Units ⁽³⁾ | Â ⁽³⁾ | 01/06/2008 | Common Stock | 800 | \$ 0 | D | Â |
| Non-Qualified Stock Options ⁽¹⁾ | Â ⁽²⁾ | 01/06/2015 | Common Stock | 8,252 | \$ 14.51 | D | Â |
| Non-Qualified Stock Options ⁽¹⁾ | Â ⁽²⁾ | 01/06/2014 | Common Stock | 15,937 | \$ 7.38 | D | Â |
| Non-Qualified Stock Options ⁽¹⁾ | Â ⁽²⁾ | 01/06/2013 | Common Stock | 37,466 | \$ 3.13 | D | Â |
| Non-Qualified Stock Options ⁽¹⁾ | Â ⁽²⁾ | 01/10/2012 | Common Stock | 16,300 | \$ 2.74 | D | Â |
| Non-Qualified Stock Options ⁽¹⁾ | Â ⁽²⁾ | 12/20/2010 | Common Stock | 17,500 | \$ 9.9375 | D | Â |
| Non-Qualified Stock Options ⁽¹⁾ | Â ⁽²⁾ | 02/03/2009 | Common Stock | 910 | \$ 9.0625 | D | Â |
| Non-Qualified Stock Options ⁽¹⁾ | Â ⁽²⁾ | 10/30/2008 | Common Stock | 40,000 | \$ 12 | D | Â |
| Non-Qualified Stock Options ⁽¹⁾ | Â ⁽²⁾ | 10/13/2008 | Common Stock | 10,700 | \$ 8.75 | D | Â |
| Non-Qualified Stock Options ⁽¹⁾ | Â ⁽²⁾ | 01/02/2008 | Common Stock | 4,700 | \$ 24 | D | Â |
| Restricted Stock Units ⁽³⁾ | Â ⁽³⁾ | 04/26/2010 | Common Stock | 11,198 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pensky Wayne C HEXCEL CORPORATION 281 TRESSER BLVD. | Â | Â | Â SVP, CFO | Â |

STAMFORD, CT 06901

Signatures

/s/ Wayne C. Pensky, by Seth L. Kaplan,
Attorney-in-fact

05/01/2007

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Non-Qualified Options ("NQOs") granted under the Hexcel Corporation 2003 Incentive Stock Plan (the "ISP") in a transaction exempt under Rule 16b.

NQOs granted under the ISP become vested with respect to one-third of the shares of Common Stock subject thereto on each of the first
- (2) three anniversaries of the date of grant, subject to acceleration upon the occurrence of certain events. The grant date is ten years prior to the expiration date.

RSUs granted in a transaction exempt under Rule 16b. The RSUs vest and convert into an equivalent number of shares of Common Stock
- (3) in equal installments on the first three anniversaries from the grant date. Vesting of the RSUs is also subject to certain acceleration and termination provisions.

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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