#### MACINTYRE MICHAEL J

Form 4 May 05, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MACINTYRE MICHAEL J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle)

(7:-

HEXCEL CORP /DE/ [HXL]

Director

(Check all applicable)

Treasurer

**HEXCEL CORPORATION, 281** 

(Street)

(Ctata)

05/05/2006

3. Date of Earliest Transaction

X\_ Officer (give title below)

10% Owner \_ Other (specify below)

TRESSER BLVD.

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

(Month/Day/Year)

Form filed by More than One Reporting

Person

STAMFORD, CT 06901

(City)	(State) (	Table Table	I - Non-D	erivative	Secur	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired nsaction(A) or Disposed of (D)		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and	5)	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		, ,
Common Stock	05/05/2006		M	2,000	A	\$ 3.13	4,317	D	
Common Stock	05/05/2006		S	2,000	D	\$ 23.21	2,317	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactio Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option	\$ 3.13	05/05/2006		M	2,000	<u>(1)</u>	01/06/2013	Common Stock	2,00

## **Reporting Owners**

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			
A COMPANDE MICHAEL I							

MACINTYRE MICHAEL J HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD, CT 06901

Treasurer

Relationshins

## **Signatures**

/s/Michael J. MacIntyre by Seth L. Kaplan, Attorney-in-fact

05/05/2006

\*\*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) This Non-Qualified Stock Option became vested with respect to one-third of the shares of Common Stock subject thereto on each of the first three anniversaries of the date of grant.

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.

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