

HEXCEL CORP /DE/  
Form 4  
March 28, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
FAZIO WILLIAM J

(Last) (First) (Middle)

HEXCEL CORPORATION, 281  
TRESSER BLVD.

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/26/2007

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)  
Corp. Controller and CAO

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/26/2007		M		8,000 A \$ 2.74	11,108	D
Common Stock	03/26/2007		S <sup>(1)</sup>		500 D \$ 19.73	10,608	D
Common Stock	03/26/2007		S <sup>(1)</sup>		100 D \$ 19.72	10,508	D
Common Stock	03/26/2007		S <sup>(1)</sup>		1,000 D \$ 19.74	9,508	D
Common Stock	03/26/2007		S <sup>(1)</sup>		300 D \$ 19.79	9,208	D

Edgar Filing: HEXCEL CORP /DE/ - Form 4

Common Stock	03/26/2007	<u>S</u> <sup>(1)</sup>	200	D	\$ 19.76	9,008	D
Common Stock	03/26/2007	<u>S</u> <sup>(1)</sup>	200	D	\$ 19.77	8,808	D
Common Stock	03/26/2007	<u>S</u> <sup>(1)</sup>	1,300	D	\$ 19.83	7,508	D
Common Stock	03/26/2007	<u>S</u> <sup>(1)</sup>	900	D	\$ 19.81	6,608	D
Common Stock	03/26/2007	<u>S</u> <sup>(1)</sup>	200	D	\$ 19.82	6,408	D
Common Stock	03/26/2007	<u>S</u> <sup>(1)</sup>	200	D	\$ 19.9	6,208	D
Common Stock	03/26/2007	<u>S</u> <sup>(1)</sup>	100	D	\$ 19.92	6,108	D
Common Stock	03/26/2007	<u>S</u> <sup>(1)</sup>	100	D	\$ 19.94	6,008	D
Common Stock	03/26/2007	<u>S</u> <sup>(1)</sup>	2,900	D	\$ 19.95	3,108	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.**

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option	\$ 2.74	03/26/2007		M	8,000	<u>(2)</u>	01/10/2012	Common Stock	8,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAZIO WILLIAM J HEXCEL CORPORATION 281 TRESSER BLVD. STAMFORD, CT 06901			Corp. Controller and CAO	

## Signatures

/s/William J. Fazio by Seth L. Kaplan,  
Attorney-in-fact

03/28/2007

\_\_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 sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on March 9, 2007.
- (2) This Non-Qualified Stock Option became vested with respect to one third of the underlying shares of Common Stock on each of the first three anniversaries of the grant date, which was January 10, 2002.

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.