

OMB APPROVAL	
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GENDRON THOMAS A</u>  (Last) (First) (Middle)  HEXCEL CORPORATION 281 TRESSER BLVD., 16TH FLOOR  (Street) STAMFORD CT 06901  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HEXCEL CORP /DE/ [ HXL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Dividend Equivalent Rights	(1)	05/11/2018		A		2.86 <sup>(2)</sup>		(2)	(2)	Common Stock	2.86	\$0.00	1,597.86	D	
Dividend Equivalent Rights	(1)	05/11/2018		A		3.98 <sup>(2)</sup>		(2)	(2)	Common Stock	3.98	\$0.00	2,225.87	D	
Dividend Equivalent Rights	(1)	05/11/2018		A		4.34 <sup>(2)</sup>		(2)	(2)	Common Stock	4.34	\$0.00	2,422.76	D	
Dividend Equivalent Rights	(1)	05/11/2018		A		3.74 <sup>(2)</sup>		(2)	(2)	Common Stock	3.74	\$0.00	2,088.84	D	
Dividend Equivalent Rights	(1)	05/11/2018		A		4.63 <sup>(2)</sup>		(2)	(2)	Common Stock	4.63	\$0.00	2,585.25	D	

**Explanation of Responses:**

- The dividend equivalent rights ("DERs") accrued with respect to restricted stock units ("RSUs") previously granted to the Reporting Person. Each DER represents a contingent right to receive one share of Issuer common stock upon delivery of the related RSUs to the Reporting Person.
- The RSUs to which the DERs relate vest ratably over the twelve months following the date of grant. In accordance with the Reporting Person's deferral election, shares of Issuer common stock underlying vested RSUs and the related DERs will be issued to the Reporting Person following the time that the Reporting Person ceases to be a member of the Issuer's Board of Directors.

**Remarks:**

/s/ Steven A. Wein, as attorney-in-fact for Thomas A. Gendron  
 05/15/2018

\*\* Signature of Reporting Person Date

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

\* 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).

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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