

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>Brubaker Lynn</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			
Common Stock	05/11/2018		A		3 <sup>(1)</sup>	A	\$0.00	2,088	D	
Common Stock								7,107	I	By Cornelius-Brubaker Trust

**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					
Dividend Equivalent Rights	(2)	05/11/2018		A		2.86 <sup>(2)</sup>		(2)	(2)	Common Stock	2.86	1,597.86	D	

**Explanation of Responses:**

- Constitutes shares of Issuer common stock issued in respect of dividend equivalent rights ("DERs") pertaining to restricted stock units ("RSUs") that initially were granted on May 4, 2017 and were outstanding as of the May 4, 2018 record date for the Issuer's dividend paid to stockholders on May 11, 2017. As previously reported, other shares underlying the RSUs granted on May 4, 2017 were distributed to the Reporting Person on May 9, 2018. Fractional dividend equivalent RSUs were cancelled.
- The DERs accrued with respect to RSUs previously granted to the Reporting Person, which RSUs vest ratably over the twelve months following the date of grant and will be issued to the Reporting Person following the first anniversary of the grant date. Each DER represents a contingent right to receive one share of Issuer common stock upon delivery of the related RSUs to the Reporting Person.

**Remarks:**

/s/ Steven A. Wein, as attorney-in-fact for Lynn Brubaker 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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