Edgar Filing: TANONIS DAVID R - Form 4

TANONIS I Form 4 January 29, 1									
FORM	14						OMB AF	PPROVAL	
	UNITED STATE	Washington, D.C. 20549							
Check th if no lon subject t Section 7 Form 4 c Form 5 obligatio may con See Instr	section 17(a) of the	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						kpires: January 31, 2005 stimated average urden hours per sponse 0.5	
1(b).	.								
(Print or Type)	Responses)								
TANONIS DAVID R Symbol			and Ticker or RP /DE/ [H		ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest	t Transaction			(Cnec	k all applicable	;)	
HEXCEL C DUBLIN B	(Month/Day/Year 01/27/2007	r)			Director 10% Owner X Officer (give title Other (specify below) below) President, Structures				
(Street) 4. If Ame Filed(Mon			, Date Origina Year)	ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DUBLIN, O	CA 94568					Form filed by M Person	Iore than One Re	porting	
(City)	(State) (Zip)	Table I - Nor	on-Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			4. Secur action(A) or D (Instr. 3, 8)	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Indirect (I)		
		Code	V Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock (1)	01/27/2007	М	1,842	А	\$0	43,586	D		
Common Stock (2)	01/27/2007	F	661	D	\$ 17.99	42,925	D		

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

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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. Transactic Code (Instr. 8)	5. Number ionof 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (3)	<u>(3)</u>	01/27/2007		М		1,842	01/27/2007	01/27/2007	Common Stock	1,842

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
TANONIS DAVID R HEXCEL CORPORATION 11711 DUBLIN BLVD. DUBLIN, CA 94568			President, Structures				
Signatures							
/s/David R. Tanonis by Seth L. K Attorney-in-fact	laplan,		01/29/2007				
** Signature of Reporting P	erson		Date				

**Signature of Reporting Person

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).
- The Common Stock was acquired upon the conversion of Restricted Stock Units ("RSUs") in accordance with the terms of the underlying (1) agreement. The RSUs were granted in a transaction exempt from under Rule 16b.
- The Common Stock was withheld as payment of tax withholding required upon conversion of RSUs. (2)
- The RSUs were granted in a transaction exempt under Rule 16b. On the third anniversary of the grant date, RSUs are converted into an (3) equivalent number of shares of Common Stock that are distributed to the grantee.
- (4) The RSUs were awarded to the grantee in lieu of a portion of the grantee's 2003 bonus at a cost of \$6.57 per RSU.

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.