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HEXCEL CORP /DE/  
Form SC 13G/A  
February 14, 2003

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

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OMB APPROVAL  
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SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

HEXCEL CORPORATION

-----  
(Name of Issuer)

COMMON STOCK

-----  
(Title of Class of Securities)

428291108

-----  
(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of

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1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 428291108

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1. NAME OF REPORTING PERSON(S)  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON(S)  
  
INGALLS & SNYDER LLC

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
(a) [ ]  
(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
NEW YORK STATE

-----  
NUMBER OF SHARES 5. SOLE VOTING POWER  
383,663 ASSUMING CONVERSION OF 55,000 PRINCIPAL AMOUNT  
OF 7% CON. DEB. DUE 8/1/03

BENEFICIALLY OWNED BY EACH 6. SHARED VOTING POWER  
316,256

REPORTING PERSON WITH 7. SOLE DISPOSITIVE POWER  
333,663 ASSUMING CONVERSION OF 55,000 PRINCIPAL AMOUNT  
OF 7% CON. DEB. DUE 8/1/03

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8. SHARED DISPOSITIVE POWER  
  
3,453,168 ASSUMING CONVERSION OF 7,480,000 PRINCIPAL AMOUNT  
OF 7% CON. DEB. DUE 8/1/03

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
3,836,831 ASSUMING CONVERSION OF 7,535,000 PRINCIPAL AMOUNT  
OF 7% CON. DEB. DUE 8/1/03  
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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.9% ASSUMING CONVERSION OF 7,535,000 PRINCIPAL AMOUNT  
OF 7% CON. DEB. DUE 8/1/03  
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12. TYPE OF REPORTING PERSON\*

BD  
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Item 1. (a) Name of Issuer:

HEXCEL CORPORATION  
-----

(b) Address of Issuer's Principal Executive Offices:

281 TRESSER BLVD STAMFORD CT 06901  
-----

Item 2. (a) Name of Person Filing:  
INGALLS & SNYDER LLC  
-----

(b) Address of Principal Business Office, or if None, Residence:  
61 BROADWAY, NEW YORK, NY 10006  
-----

(c) Citizenship:  
NY STATE  
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(d) Title of Class of Securities:  
COMMON STOCK  
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(e) CUSIP Number:  
428291108  
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Item 3. If this statement is filed pursuant to Rules 240.13d-(1), or  
13d-2(b) or (c), check whether the person filing is a:

(a)  [X] Broker or Dealer registered under Section 15 of the  
Act, (15 U.S.C 78o)

(b)  [ ] Bank as defined in Section 3(a)(6) of the  
Act, (15 U.S.C 78c)

(c)  [ ] Insurance Company as defined in Section 3(a)(19)  
of the Act, (15 U.S.C 78c)

(d)  [ ] Investment Company registered under Section 8 of the  
Investment Company Act of 1940 (15 U.S.C 80a-8)

(e)  [ ] Investment Adviser in accordance with  
Section 240.13d-1(b)(1)(ii)(E)

(f)  [ ] Employee Benefit Plan or endowment fund in accordance  
to Section 240.13d-1(b)(ii)(F)

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- (g) [ ] A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G)
- (h) [ ] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C 1813)
- (i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C 80a-3)
- (j) [ ] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J)

Item 4. Ownership.

(a) Amount beneficially owned:

3,836,831 ASSUMING CONVERSION OF 7,535,000 PRINCIPAL AMOUNT  
OF 7% CON. DEB. DUE 8/1/03

(b) Percent of class: 9.9% ASSUMING CONVERSION  
OF 7,535,000 PRINCIPAL AMOUNT  
OF 7% CON. DEB. DUE 8/1/03

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

383,663 ASSUMING CONVERSION OF  
55,000 PRINCIPAL AMOUNT  
OF 7% CON. DEB. DUE 8/1/03,

(ii) Shared power to vote or to direct the vote

316,256

(iii) Sole power to dispose or to direct the disposition of

333,663 ASSUMING CONVERSION OF  
55,000 PRINCIPAL AMOUNT  
OF 7% CON. DEB. DUE 8/1/03

(iv) Shared power to dispose or to direct the disposition of

3,453,168 ASSUMING CONVERSION OF  
7,480,000 PRINCIPAL AMOUNT  
OF 7% CON. DEB. DUE 8/1/03,

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

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Securities reported under Sole Voting Power and Sole Dispositive Power include securities owned by Managing Directors of Ingalls & Snyder LLC. Securities reported under Shared Dispositive Authority are owned by clients of Ingalls & Snyder LLC in accounts over which employees hold discretionary investment authority.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.

INAPPLICABLE

Item 8. Identification and Classification of Members of the Group.

INAPPLICABLE

Item 9. Notice of Dissolution of Group.

INAPPLICABLE

Item 10. Certification.

(a) The following certification shall be included if the statement is filed pursuant to 240.13d-1(b)

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: 2/13/03

-----  
(Signature)\*  
Edward H. Oberst  
Managing Director  
-----  
(Name/Title)

\* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

