

Sensata Technologies Holding N.V.
Form 4
December 12, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
WROE THOMAS JR

2. Issuer Name and Ticker or Trading Symbol
Sensata Technologies Holding N.V.
[ST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O SENSATA TECHNOLOGIES, INC, 529 PLEASANT STREET

12/10/2014

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ATTLEBORO, MA 02703

(City) (State) (Zip)

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 or Price			
Ordinary Shares, par value EUR 0.01 per share	12/10/2014		M		25,000 ⁽¹⁾	A	\$ 6.99 60,785 ⁽²⁾	D
Ordinary Shares, par value EUR 0.01 per share	12/10/2014		S		25,000 ⁽¹⁾	D	\$ 53.03 ⁽³⁾ 35,785 ⁽²⁾	D
	12/10/2014		M			A	\$ 6.99 31,464	I

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Ordinary Shares, par value EUR 0.01 per share		25,000 <u>(1)</u>						By a Family Trust
Ordinary Shares, par value EUR 0.01 per share	12/10/2014	S 25,000 <u>(1)</u>	D	\$ 53.03 <u>(3)</u>	6,464	I		By a Family Trust

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

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock options to Buy	\$ 6.99	12/10/2014		M	25,000 <u>(1)</u>	<u>(4)</u> 05/15/2016	Ordinary Shares, par value EUR 0.01 per share	25,000
Stock options to Buy	\$ 6.99	12/10/2014		M	25,000 <u>(1)</u>	<u>(4)</u> 05/15/2016	Ordinary Shares, par value EUR 0.01 per share	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

WROE THOMAS JR
C/O SENSATA TECHNOLOGIES, INC
529 PLEASANT STREET
ATTLEBORO, MA 02703

X

Signatures

/s/ Michael Richards by power of
attorney

12/12/2014

__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 transactions being reported on this Form 4 were made through a 10B5-1 Sales Plan.
- (2) Includes 30,500 unvested restricted securities that are subject to performance conditions.
- (3) Represents a weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$53.00 to \$53.14, inclusive.
- (4) These options are currently exercisable.

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.