

Sensata Technologies Holding N.V.
 Form 4
 April 04, 2017

FORM 4

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

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 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 *
BERINGHAUSE STEVEN

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)
C/O SENSATA TECHNOLOGIES, INC., 529 PLEASANT STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
04/01/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Performance Sensing, CTO

ATTLEBORO, MA 02703

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares, par value EUR 0.01 per share	04/01/2017		A ⁽¹⁾		23,960 ⁽²⁾	A	\$ 0
Ordinary Shares, par value EUR 0.01 per share	04/01/2017		D		282 ⁽⁴⁾	D	\$ 0
	04/01/2017		F		85,651 ⁽⁷⁾	D	

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Ordinary Shares, par value EUR 0.01 per share	3,504 <u>(6)</u>	\$ 43.67
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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
Stock options to Buy	\$ 43.67	04/01/2017		A ⁽¹⁾	32,587	⁽⁸⁾ 04/01/2027	Ordinary Shares, par value EUR 0.01 per share	32,587

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERINGHAUSE STEVEN C/O SENSATA TECHNOLOGIES, INC. 529 PLEASANT STREET ATTLEBORO, MA 02703			EVP, Performance Sensing, CTO	

Signatures

/s/ Michael Richards by power of attorney
04/04/2017

**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) Granted pursuant to Sensata Technologies Holding N.V. 2010 Equity Incentive Plan.

Consists of unvested restricted securities granted to the reporting person on April 1, 2017. The restricted securities include 4,638

(2) restricted securities that will vest on April 1, 2020 based on the reporting person's continued employment, and 19,322 restricted securities that will vest on April 1, 2020 based on the issuer's satisfaction of certain performance criteria.

(3) Includes 59,787 unvested restricted securities, of which 48,663 securities are subject to performance conditions.

(4) Represents the portion of the reporting person's performance-based restricted securities granted in 2014 that were forfeited based on certain performance criteria not being met.

(5) Includes 59,505 unvested restricted securities, of which 48,381 securities are subject to performance conditions.

(6) Represents shares withheld to cover taxes due by the reporting person upon vesting of certain restricted security awards.

(7) Includes 52,062 unvested restricted securities, of which 40,938 securities are subject to performance conditions.

(8) The option is exercisable over four years at 25% per year, beginning on the first anniversary date of April 1, 2018.

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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