

Sensata Technologies Holding N.V.
 Form 4
 February 20, 2015

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 *
 Sullivan Martha N.

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

02/19/2015

President and CEO

(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 Indirect Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Ordinary Shares, par value EUR 0.01 per share	02/19/2015		M	132,555	A	\$ 6.99	223,377 ⁽¹⁾	D
Ordinary Shares, par value EUR 0.01 per share	02/19/2015		S	132,555	D	\$ 52.79 ⁽²⁾	90,822 ⁽¹⁾	D
	02/20/2015		M	67,445	A	\$ 6.99	158,267 ⁽¹⁾	D

Ordinary
Shares, par
value EUR
0.01 per
share

Ordinary Shares, par value EUR 02/20/2015 0.01 per share	S	67,445	D	\$ 52.45 <u>(3)</u>	90,822 <u>(1)</u>	D
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock options to Buy	\$ 6.99	02/19/2015		M	132,555	<u>(4)</u> 05/15/2016	Ordinary Shares, par value EUR 0.01 per share 132,555
Stock options to Buy	\$ 6.99	02/20/2015		M	67,445	<u>(4)</u> 05/15/2016	Ordinary Shares, par value EUR 0.01 per share 67,445

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		President and CEO	

Sullivan Martha N.
C/O SENSATA TECHNOLOGIES, INC.
529 PLEASANT STREET
ATTLEBORO, MA 02703

Signatures

/s/ Michael Richards by power of
attorney

02/20/2015

__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) Includes 56,792 unvested restricted securities subject to performance conditions.
- (2) Represents the weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$52.78 to \$52.81, inclusive.
- (3) Represents the weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$51.99 to \$52.80, 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.

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