

Sensata Technologies Holding N.V.  
 Form 4  
 July 14, 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 \*  
**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)  
**07/12/2017**

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

**C/O SENSATA TECHNOLOGIES, INC, 529 PLEASANT STREET**  
 (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	07/12/2017		M		4,081 <sup>(1)</sup>	A	\$ 14.8 13,016 <sup>(2)</sup>	D
Ordinary Shares, par value EUR 0.01 per share	07/12/2017		S		4,081 <sup>(1)</sup>	D	\$ 44.83 <sup>(3)</sup> 8,935 <sup>(2)</sup>	D
	07/13/2017		M			A	\$ 14.8 13,959 <sup>(2)</sup>	D

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Ordinary Shares, par value EUR 0.01 per share				5,024 <u>(1)</u>					
Ordinary Shares, par value EUR 0.01 per share	07/13/2017	S		5,024 <u>(1)</u>	D	\$ 44.8	8,935 <u>(2)</u>	D	
Ordinary Shares, par value EUR 0.01 per share	07/14/2017	M		30,895 <u>(1)</u>	A	\$ 14.8	39,830 <u>(2)</u>	D	
Ordinary Shares, par value EUR 0.01 per share	07/14/2017	S		30,895 <u>(1)</u>	D	\$ 44.86 <u>(4)</u>	8,935 <u>(2)</u>	D	
Ordinary Shares, par value EUR 0.01 per share							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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**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	\$ 14.8	07/12/2017		M	4,081 <u>(1)</u>	<u>(5)</u> 09/04/2019	Ordinary Shares,	4,081

to Buy								par value EUR 0.01 per share	
Stock options to Buy	\$ 14.8	07/13/2017	M	5,024 <u>(1)</u>	<u>(5)</u>	09/04/2019	Ordinary Shares, par value EUR 0.01 per share	5,024	
Stock options to Buy	\$ 14.8	07/14/2017	M	30,895 <u>(1)</u>	<u>(5)</u>	09/04/2019	Ordinary Shares, par value EUR 0.01 per share	30,895	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WROE THOMAS JR C/O SENSATA TECHNOLOGIES, INC 529 PLEASANT STREET ATTLEBORO, MA 02703	X			

## Signatures

/s/ Michael Richards by power of attorney  
07/14/2017

\*\*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) The transactions being reported on this Form 4 were made through a 10B5-1 Sales Plan.
- (2) Includes 3,650 unvested restricted securities.
- (3) Represents a weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$44.80 to \$44.83, inclusive.
- (4) Represents a weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$44.81 to \$45.04, inclusive.
- (5) These options are currently exercisable.

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