

Sensata Technologies Holding N.V.

Form 4

December 12, 2014

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

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

OMB APPROVAL

OMB
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(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)
12/10/2014

☒ 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 Indirect Beneficial Ownership (Instr. 4)
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 35,785 (2) (3)	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 12/10/2014 0.01 per share	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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(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		
Stock options to Buy	\$ 6.99	12/10/2014		M	25,000 (1)	(4)	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 (1)	(4)	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.
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