

Sensata Technologies Holding N.V.  
 Form 4  
 May 04, 2015

**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

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**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 \*  
 COTE JEFFREY J

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

05/01/2015

Chief Operating Officer

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Ordinary Shares, par value EUR 0.01 per share	05/01/2015		M	70,000	A	\$ 14.8	248,533 <sup>(1)</sup> D
Ordinary Shares, par value EUR 0.01 per share	05/01/2015		M	62,957	A	\$ 35.01	311,490 <sup>(1)</sup> D
	05/01/2015		M	49,550	A		361,040 <sup>(1)</sup> D

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Ordinary Shares, par value EUR 0.01 per share					\$ 32.03		
Ordinary Shares, par value EUR 0.01 per share	05/01/2015	M	17,493	A	\$ 43.16	378,533 <sup>(1)</sup>	D
Ordinary Shares, par value EUR 0.01 per share	05/01/2015	S	200,000	D	\$ 55.27 <sup>(2)</sup>	178,533 <sup>(1)</sup>	D

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
Stock options to Buy	\$ 14.8	05/01/2015		M	70,000	<sup>(3)</sup> 09/04/2019	Ordinary Shares, par value EUR 0.01 per share	70,000
Stock options to Buy	\$ 35.01	05/01/2015		M	62,957	<sup>(3)</sup> 04/01/2021	Ordinary Shares, par value EUR 0.01 per share	62,957

Stock options to Buy	\$ 32.03	05/01/2015	M	49,550	(3)	04/05/2023	Ordinary Shares, par value EUR 0.01 per share	49,550
Stock options to Buy	\$ 43.16	05/01/2015	M	17,493	(3)	04/01/2024	Ordinary Shares, par value EUR 0.01 per share	17,493

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTE JEFFREY J C/O SENSATA TECHNOLOGIES, INC. 529 PLEASANT STREET ATTLEBORO, MA 02703			Chief Operating Officer	

## Signatures

/s/ Michael Richards by power of attorney 05/04/2015

\*\*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 157,312 unvested restricted securities, of which 40,360 securities are subject to performance conditions.
- (2) Represents the weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$55.04 to \$55.41, inclusive.
- (3) These options are currently exercisable.

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