

COTE JEFFREY J

Form 4

January 25, 2013

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

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/24/2013

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Chief Operating Officer

(Street)
ATTLEBORO, MA 02703

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Ordinary Shares, par value EUR 0.01 per share	01/24/2013		M	26,950 (1)	A \$ 7.3 228,096 (3)	D	
Ordinary Shares, par value EUR 0.01 per share	01/24/2013		S	26,950 (1)	D \$ 34.56 (2) 201,146 (3)	D	
	01/25/2013		M		A \$ 7.3 224,196 (3)	D	

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Ordinary
Shares, par
value EUR
0.01 per
share

23,050
(1)

Ordinary
Shares, par
value EUR 01/25/2013
0.01 per
share

S 23,050 (1) D \$ 34.65 201,146 (3) D
(5)

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	\$ 7.3	01/24/2013		M	26,950 (1)	(4) 03/28/2017	Ordinary Shares, par value EUR 0.01 per share	26,950
Stock Options to Buy	\$ 7.3	01/25/2013		M	23,050 (1)	(4) 03/28/2017	Ordinary Shares, par value EUR 0.01 per share	23,050

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

COTE JEFFREY J
C/O SENSATA TECHNOLOGIES, INC.
529 PLEASANT STREET
ATTLEBORO, MA 02703

Chief Operating Officer

Signatures

/s/ Joseph Baillargeon by power of
attorney

01/25/2013

__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) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$34.50 to \$34.66, inclusive.
- (3) Includes 179,460 of unvested restricted ordinary shares, of which, 29,300 shares are subject to performance conditions.
- (4) These options are currently exercisable.
- (5) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$34.36 to \$34.80, inclusive.

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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