

Sensata Technologies Holding N.V.
 Form 4
 May 04, 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 *
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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2015

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

ATTLEBORO, MA 02703

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Ordinary Shares, par value EUR 0.01 per share	05/01/2015		M		70,000 A \$ 14.8	248,533 ⁽¹⁾	D
Ordinary Shares, par value EUR 0.01 per share	05/01/2015		M		62,957 A \$ 35.01	311,490 ⁽¹⁾	D
	05/01/2015		M		49,550 A	361,040 ⁽¹⁾	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 ⁽¹⁾	D	
Ordinary Shares, par value EUR 0.01 per share	05/01/2015	S	200,000	D	\$ 55.27 ⁽²⁾	178,533 ⁽¹⁾	D	

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 to Buy	\$ 14.8	05/01/2015		M	70,000	⁽³⁾ 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	⁽³⁾ 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.