

Sensata Technologies Holding N.V.
Form 4
November 26, 2014

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)

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

C/O SENSATA TECHNOLOGIES, INC, 529 PLEASANT STREET

11/25/2014

(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 | (A) or (D) | Price |
| Ordinary Shares, par value EUR 0.01 per share | 11/25/2014 | | M | | 25,000 ⁽¹⁾ | A | \$ 6.99 |
| | | | | | 115,785 ⁽²⁾ | D | |
| Ordinary Shares, par value EUR 0.01 per share | 11/25/2014 | | S | | 80,000 ⁽¹⁾ | D | \$ 50 ⁽⁴⁾ |
| | | | | | 35,785 ⁽²⁾ | D | |
| | 11/25/2014 | | M | | | A | \$ 6.99 |
| | | | | | 43,000 | 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 0.01 per share | 11/25/2014 | | S 36,536 <u>(1)</u> | D | \$ 50.01 <u>(4)</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 | Amount or Number of Shares |
| Stock Options to Buy | \$ 6.99 | 11/25/2014 | | M | 25,000 <u>(1)</u> | <u>(3)</u> 05/15/2016 | Ordinary Shares, par value EUR 0.01 per share | 25,000 |
| Stock Options to Buy | \$ 6.99 | 11/25/2014 | | M | 25,000 <u>(1)</u> | <u>(3)</u> 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

WROE THOMAS JR
C/O SENSATA TECHNOLOGIES, INC X
529 PLEASANT STREET
ATTLEBORO, MA 02703

Signatures

/s/ Michael Richards by power of attorney 11/26/2014

__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) These options are currently exercisable.
- (4) Represents a weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$50.00 to \$50.13, inclusive.

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