

Sensata Technologies Holding N.V.

Form 4

July 12, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COTE JEFFREY J

(Last) (First) (Middle)

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

(Street)

ATTLEBORO, MA 02703

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Sensata Technologies Holding N.V.
[ST]

3. Date of Earliest Transaction
(Month/Day/Year)
07/11/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
COO and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	07/11/2013		M	46,950 (1)	A \$ 7.3	263,696 (3)	D
Ordinary Shares, par value EUR 0.01 per share	07/11/2013		S	46,950 (1)	D \$ 36.51 (2)	216,746 (3)	D
	07/12/2013		M		A \$ 7.3	219,796 (3)	D

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Ordinary
Shares, par
value EUR
0.01 per
share

3,050
(1)

Ordinary
Shares, par
value EUR 07/12/2013
0.01 per
share

S 3,050 (1) D \$ 36.39 216,746 (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	07/11/2013		M	46,950 (1)	(4) 03/28/2017	Ordinary Shares, par value EUR 0.01 per share	46,950
Stock Options to Buy	\$ 7.3	07/12/2013		M	3,050 (1)	(4) 03/28/2017	Ordinary Shares, par value EUR 0.01 per share	3,050

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

COO and CFO

Signatures

/s/ Joseph Baillargeon by power of
attorney

07/12/2013

__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 execution price. The shares were sold in multiple transactions at prices ranging from \$36.50 to \$36.54, inclusive.
- (3) Includes 195,060 of unvested restricted securities, of which 44,900 securities are subject to performance conditions.
- (4) These options are currently exercisable.
- (5) Represents a weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$36.28 to \$36.50, inclusive.

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