

Sensata Technologies Holding N.V.

Form 4

December 01, 2014

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 *
LEWIS JOHN DAVID

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)

**ST. GEORGE'S BUILDING, 14TH
FLOOR, 2 ICE HOUSE STREET**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2014

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

CENTRAL, K3

(City) (State) (Zip)

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

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	11/26/2014		M	7,500	A \$ 33.02	7,500	D
Ordinary Shares, par value EUR 0.01 per share	11/26/2014		M	11,700	A \$ 34.54	19,200	D
	11/26/2014		M	12,900	A	32,100	D

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Ordinary
Shares, par
value EUR
0.01 per
share

\$
31.76

Ordinary
Shares, par
value EUR 11/26/2014 M 17,200 A \$ 20.6 49,300 D
0.01 per
share

Ordinary
Shares, par
value EUR 11/26/2014 S 49,300 D \$ 50
(2) 0 D
0.01 per
share

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	\$ 33.02	11/26/2014		M	7,500	(1) 03/10/2021	Ordinary Shares, par value EUR 0.01 per share	7,500
Stock Options to Buy	\$ 34.54	11/26/2014		M	11,700	(1) 05/24/2023	Ordinary Shares, par value EUR 0.01 per share	11,700

Stock Options to Buy	\$ 31.76	11/26/2014	M	12,900	<u>(1)</u>	05/25/2022	Ordinary Shares, par value EUR 0.01 per share	12,900
Stock Options to Buy	\$ 20.6	11/26/2014	M	17,200	<u>(1)</u>	04/29/2020	Ordinary Shares, par value EUR 0.01 per share	17,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS JOHN DAVID ST. GEORGE'S BUILDING, 14TH FLOOR 2 ICE HOUSE STREET CENTRAL, K3	X			

Signatures

/s/ Michael Richards by power of attorney 12/01/2014

__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) These options are currently exercisable.

(2) Represents a weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$49.72 to \$50.13.

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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