

ROLFS STEPHEN J
Form 4
July 23, 2009

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 *
ROLFS STEPHEN J

2. Issuer Name and Ticker or Trading Symbol
SENSIENT TECHNOLOGIES CORP [SXT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
777 EAST WISCONSIN AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/21/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Controller and CAO

MILWAUKEE, WI 53202

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/21/2009 | | M ⁽¹⁾ | V Amount (A) or (D) Price 7,000 (1) A \$ 18.375 | 49,800 (2) | D | |
| Common Stock | 07/21/2009 | | S | 7,000 D \$ 24.409 (3) | 42,800 (2) | D | |
| Common Stock | | | | | 897.94 | I | Supplemental Benefit Plan (4) |
| Common Stock | | | | | 1,519.641 | I | Savings Plan (5) |
| | | | | | 3,224.046 | I | ESOP (6) |

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Common
Stock

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 18.375 | 07/21/2009 | | M ⁽¹⁾ | 7,000 ⁽¹⁾ | 01/31/2001 ⁽⁷⁾ 01/31/2010 | Common Stock 7,000 |
| Stock Options (Right to Buy) | \$ 22 | | | | | 12/11/2001 ⁽⁷⁾ 12/11/2010 | Common Stock 15,000 |
| Stock Options (Right to Buy) | \$ 18.54 | | | | | 12/10/2002 ⁽⁷⁾ 12/10/2011 | Common Stock 15,000 |
| Stock Options (Right to Buy) | \$ 23.19 | | | | | 12/09/2003 ⁽⁷⁾ 12/09/2012 | Common Stock 15,000 |
| Stock Options (Right to Buy) | \$ 19.4 | | | | | 12/08/2004 ⁽⁷⁾ 12/08/2013 | Common Stock 8,000 |
| Stock Options (Right to Buy) | \$ 23 | | | | | 12/06/2005 ⁽⁷⁾ 12/06/2014 | Common Stock 10,000 |

| | | | | | |
|---------------------------------------|----------|---------------------------|------------|-----------------|-------|
| Stock Options (Right to Buy) | \$ 18.57 | 12/01/2006 ⁽⁷⁾ | 12/01/2015 | Common Stock | 9,000 |
| Stock Options (Right to Buy) | \$ 24.15 | 12/07/2007 ⁽⁷⁾ | 12/07/2016 | Common Stock | 2,125 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROLFS STEPHEN J 777 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202 | | | VP, Controller and CAO | |

Signatures

/s/ John L. Hammond, Attorney-in-Fact for Mr.
Rolfs

07/23/2009

__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) Exercise of in-the-money employee stock option that would otherwise expire on 1/31/2010, exempt from Section 16(b) by virtue of Rule 16b-6(b) and Rule 16b-3(d) and (e).
- (2) Includes shares of restricted stock held under Issuer's 1998 and 2002 Stock Option Plans.
- (3) This amount represents the weighted average sale price for the transactions reported on this line. The actual sale prices ranged from \$24.4016 to \$24.456. The reporting person hereby agrees to provide, upon request by the SEC staff, by the Issuer, or by any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (4) Represents shares held in Issuer's Supplemental Benefit Plan as of the most recent statement date.
- (5) Represents shares held in Issuer's Savings Plan as of the end of the month immediately preceding this filing.
- (6) Represents shares held in Issuer's ESOP as of the end of the month immediately preceding this filing.
- (7) Original option grant vests in three equal annual installments beginning on the date listed in the "Date Exercisable" column.

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.