

Sensata Technologies Holding N.V.

Form 4

February 20, 2015

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sullivan Martha N.

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)  
02/19/2015

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

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

(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)
Ordinary Shares, par value EUR 0.01 per share	02/19/2015		M	132,555	A \$ 6.99 223,377 <sup>(1)</sup>	D	
Ordinary Shares, par value EUR 0.01 per share	02/19/2015		S	132,555	D \$ 52.79 90,822 <sup>(1)</sup> <sup>(2)</sup>	D	
	02/20/2015		M	67,445	A \$ 6.99 158,267 <sup>(1)</sup>	D	

Ordinary  
Shares, par  
value EUR  
0.01 per  
share

Ordinary  
Shares, par  
value EUR 02/20/2015  
0.01 per  
share

\$  
S 67,445 D 52.45 90,822 <sup>(1)</sup>  
(3) D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options to Buy	\$ 6.99	02/19/2015		M		132,555		<u>(4)</u>	05/15/2016	Ordinary Shares, par value EUR 0.01 per share	132,555
Stock options to Buy	\$ 6.99	02/20/2015		M		67,445		<u>(4)</u>	05/15/2016	Ordinary Shares, par value EUR 0.01 per share	67,445

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director	10% Owner	Officer	Other
X		President and CEO	

Sullivan Martha N.  
C/O SENSATA TECHNOLOGIES, INC.  
529 PLEASANT STREET  
ATTLEBORO, MA 02703

## Signatures

/s/ Michael Richards by power of  
attorney

02/20/2015

\_\_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 56,792 unvested restricted securities subject to performance conditions.
- (2) Represents the weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$52.78 to \$52.81, inclusive.
- (3) Represents the weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$51.99 to \$52.80, inclusive.
- (4) 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.

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