

Sensata Technologies Holding N.V.  
Form 4  
May 15, 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  
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2005  
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response... 0.5

(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)  
**05/14/2015**

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

**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 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	05/14/2015		M	8,310	A \$ 6.99	13,595	D
Ordinary Shares, par value EUR 0.01 per share	05/14/2015		S	8,310	D \$ 55.6 (1)	5,285	D
	05/14/2015		M	1,239	A \$ 6.99	7,703	I

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Ordinary  
Shares, par  
value EUR  
0.01 per  
share

By a  
Family  
Trust

Ordinary  
Shares, par  
value EUR 05/14/2015  
0.01 per  
share

\$  
55.61 6,464 I  
(2)

By a  
Family  
Trust

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)	8. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options to Buy	\$ 6.99	05/14/2015		M	8,310	<u>(3)</u>	05/15/2016	Ordinary Shares, par value EUR 0.01 per share	8,310
Stock options to Buy	\$ 6.99	05/14/2015		M	1,239	<u>(3)</u>	05/15/2016	Ordinary Shares, par value EUR 0.01 per share	1,239

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WROE THOMAS JR C/O SENSATA TECHNOLOGIES, INC 529 PLEASANT STREET ATTLEBORO, MA 02703	X			

## Signatures

/s/ Michael Richards by power of attorney  
Date 05/15/2015

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) Represents a weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$55.60 to \$55.63, inclusive.
- (2) Represents the weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$55.60 to \$55.61, inclusive.
- (3) 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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