

Sensata Technologies Holding N.V.

Form 4

February 18, 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

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 *
Creighton Christine Frances

(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)
02/13/2014

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 below) ____ Other (specify
below) Chief Accounting Officer

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	02/13/2014		M	7,000	A \$ 11.38	18,120 ⁽¹⁾	D
Ordinary Shares, par value EUR 0.01 per share	02/13/2014		M	3,825	A \$ 33.48	21,945 ⁽¹⁾	D
	02/13/2014		M	15,525	A	37,470 ⁽¹⁾	D

Edgar Filing: Sensata Technologies Holding N.V. - Form 4

Ordinary
Shares, par
value EUR
0.01 per
share

\$
18.88

Ordinary
Shares, par
value EUR 02/13/2014
0.01 per
share

M 6,800 A \$ 35.01 44,270 ⁽¹⁾ D

Ordinary
Shares, par
value EUR 02/13/2014
0.01 per
share

S 33,150 D \$ 40.36 11,120 ⁽¹⁾ D

⁽²⁾

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. Amount or Number of Shares
Stock Options to Buy	\$ 11.38	02/13/2014		M	7,000	⁽³⁾ 11/12/2018	Ordinary Shares, par value EUR 0.01 per share	7,000
Stock Options to Buy	\$ 33.48	02/13/2014		M	3,825	⁽³⁾ 04/01/2022	Ordinary Shares, par value EUR 0.01 per share	3,825

Stock Options to Buy	\$ 18.88	02/13/2014	M	15,525	(3)	09/21/2020	Ordinary Shares, par value EUR 0.01 per share	15,525
Stock Options to Buy	\$ 35.01	02/13/2014	M	6,800	(3)	04/01/2021	Ordinary Shares, par value EUR 0.01 per share	6,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Creighton Christine Frances C/O SENSATA TECHNOLOGIES, INC. 529 PLEASANT STREET ATTLEBORO, MA 02703			Chief Accounting Officer	

Signatures

/s/ Joseph Baillargeon by power of attorney 02/18/2014

__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) Includes 9,900 unvested restricted securities, of which 5,100 restricted securities are subject to performance conditions.
- (2) Represents a weighted-average execution price. The shares were sold in multiple transactions at prices ranging from \$40.28 to \$40.49, inclusive.
- (3) These options are currently exercisable.
- (4) None of these options are exercisable.

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.