Sensata Technologies Holding N.V.

04/01/2017

Form 4

April 04, 2017

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or 0.5 response... Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Sullivan Martha N. Issuer Symbol Sensata Technologies Holding N.V. (Check all applicable) [ST] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O SENSATA TECHNOLOGIES. 04/01/2017 President and CEO INC., 529 PLEASANT STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ATTLEBORO, MA 02703 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial Owned (Month/Day/Year) (Instr. 8) (D) or Ownership **Following** Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) Ordinary Shares, par 74,537 \$0 $A^{(1)}$ value EUR 04/01/2017 $352,037 \frac{(3)}{}$ D 0.01 per share **Ordinary** Shares, par 934 (4) value EUR 04/01/2017 D D \$0 351,103 (5) D 0.01 per share

F

D

342,885 (7)

D

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Ordinary Shares, par	8,218 (6)	\$ 43.67
value EUR	_	
0.01 per		
share		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transact Code (Instr. 8)	5. Number of orDerivative 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	\$ 43.67	04/01/2017		A <u>(1)</u>	101,380		<u>(8)</u>	04/01/2027	Ordinary Shares, par value EUR 0.01 per share	101,380

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Sullivan Martha N. C/O SENSATA TECHNOLOGIES, INC. 529 PLEASANT STREET ATTLEBORO, MA 02703	X		President and CEO			
Signatures						
/s/ Michael Richards by power of attorney	04/0	4/2017				
**Signature of Reporting Person	I	Date				

Reporting Owners 2

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) Granted pursuant to Sensata Technologies Holding N.V. 2010 Equity Incentive Plan.
 - Consists of unvested restricted securities granted to the reporting person on April 1, 2017. The restricted securities include 14,427
- (2) restricted securities that will vest on April 1, 2020 based on the reporting person's continued employment, and 60,110 restricted securities that will vest on April 1, 2020 based on the issuer's satisfaction of certain performance criteria.
- (3) Includes 206,501 unvested restricted securities, of which 167,503 securities are subject to performance conditions.
- (4) Represents the portion of the reporting person's performance-based restricted securities granted in 2014 that were forfeited based on certain performance criteria not being met.
- (5) Includes 205,567 unvested restricted securities, of which 166,569 securities are subject to performance conditions.
- (6) Represents shares withheld to cover taxes due by the reporting person upon vesting of certain restricted security awards.
- (7) Includes 181,009 unvested restricted securities, of which 142,011 securities are subject to performance conditions.
- (8) The option is exercisable over four years at 25% per year, beginning on the first anniversary date of April 1, 2018.

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.