

Sensata Technologies Holding N.V.
 Form 4
 April 04, 2017

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 *
 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)
 C/O SENSATA TECHNOLOGIES, INC., 529 PLEASANT STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2017

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

ATTLEBORO, MA 02703

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)	
			Code	V	Amount or (D) Price			
Ordinary Shares, par value EUR 0.01 per share	04/01/2017		A ⁽¹⁾		74,537 ⁽²⁾	A	\$ 0 352,037 ⁽³⁾	D
Ordinary Shares, par value EUR 0.01 per share	04/01/2017		D		934 ⁽⁴⁾	D	\$ 0 351,103 ⁽⁵⁾	D
	04/01/2017		F			D	342,885 ⁽⁷⁾	D

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Ordinary
Shares, par
value EUR
0.01 per
share

8,218 \$
(6) 43.67

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)	
						Date Exercisable	Expiration Date		
						Code	V		(A)
Stock options to Buy	\$ 43.67	04/01/2017		A ⁽¹⁾	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
04/04/2017

__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) 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.

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