COTE JEFFREY J

Form 4

January 03, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Expires:

OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * COTE JEFFREY J

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Issuer

Sensata Technologies Holding N.V.

[ST]

(Check all applicable)

5. Relationship of Reporting Person(s) to

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

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

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

(Street)

(First)

12/31/2012

Chief Operating Officer

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

ATTLEBORO, MA 02703

							reison					
(City)	(State)	(Zip) Tabl	ble 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. Transactic Code (Instr. 8)	(A) or			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	12/31/2012		M	7,478 (1)	, ,		208,624 (3)	D				
Ordinary Shares, par value EUR 0.01 per share	12/31/2012		S	7,478 (1)	D	\$ 32.52 (2)	201,146 (3)	D				
	01/02/2013		M		A	\$ 7.3	244,268 (3)	D				

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Ordinary Shares, par value EUR 0.01 per share			43,122 (1)				
Ordinary Shares, par value EUR 0.01 per share	01/02/2013	S	43,122 (1)	D	\$ 33.43 (4)	201,146 (3)	D
Ordinary Shares, par value EUR 0.01 per share	01/03/2013	M	49,400 (1)	A	\$ 7.3	250,546 (3)	D
Ordinary Shares, par value EUR 0.01 per share	01/03/2013	S	49,400 (1)	D	\$ 33.34 (5)	201,146 (3)	D

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

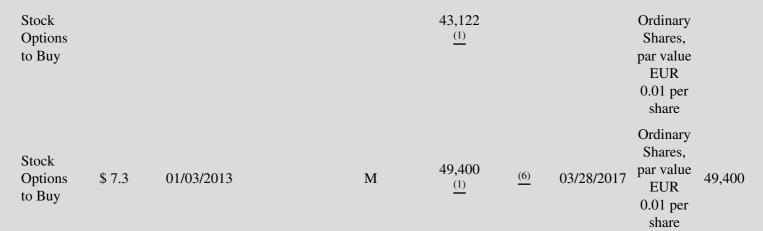
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SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	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	\$ 7.3	12/31/2012		M		7,478 (1)	<u>(6)</u>	03/28/2017	Ordinary Shares, par value EUR 0.01 per share	7,478
	\$ 7.3	01/02/2013		M			<u>(6)</u>	03/28/2017		43,122

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COTE JEFFREY J C/O SENSATA TECHNOLOGIES, INC. 529 PLEASANT STREET ATTLEBORO, MA 02703

Chief Operating Officer

Signatures

/s/ Joseph Baillargeon by power of attorney 01/03/2013

**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) The transactions being reported on this Form 4 were made through a 10B5-1 Sales Plan.
- (2) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$32.50 to \$32.54, inclusive.
- (3) Includes 179,460 of unvested restricted ordinary shares, of which, 29,300 shares are subject to performance conditions.
- (4) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$33.27 to \$33.52, inclusive.
- (5) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$33.24 to \$33.46, inclusive.
- (6) These options are currently exercisable.

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