SENSIENT TECHNOLOGIES CORP

Form 4 July 30, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **ROLFS STEPHEN J**

2. Issuer Name and Ticker or Trading

Symbol

SENSIENT TECHNOLOGIES

Issuer

5. Relationship of Reporting Person(s) to

(Middle)

CORP [SXT]

3. Date of Earliest Transaction

(Month/Day/Year) 07/29/2014

777 EAST WISCONSIN AVENUE

(First)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

below) Senior VP Administration

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

MILWAUKEE, WI 53202

(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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	07/29/2014		$M_{\underline{(1)}}$	10,000 (1)	A	\$ 23	116,900 (2)	D			
Common Stock	07/29/2014		F(3)	927 (3)	D	\$ 54.49	115,973 (2)	D			
Common Stock							3,965.479	I	ESOP (4)		
Common Stock							1,698.391	I	Savings Plan (5)		
Common Stock							947.491	I	Supplemental Benefit Plan		

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

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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 or 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Stock Options (Right to Buy)	\$ 23	07/29/2014		M <u>(1)</u>		10,000	12/06/2005(7)	12/06/2014	Common Stock	10
Stock Options (Right to Buy)	\$ 18.57						12/01/2006(7)	12/01/2015	Common Stock	9
Stock Options (Right to Buy)	\$ 24.15						12/07/2007(7)	12/07/2016	Common Stock	2
Performance Stock Unit	<u>(8)</u>						(9)	<u>(9)</u>	Common Stock	8

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ROLFS STEPHEN J

777 EAST WISCONSIN AVENUE Senior VP Administration

MILWAUKEE, WI 53202

Signatures

/s/ John L. Hammond, Attorney-in-Fact for Mr. Rolfs 07/30/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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) Exercise of in-the-money stock option that would otherwise expire on 12/6/2014, exempt from Section 16(b) by virtue of Rule 16b-6(b) and Rule 16b-3(d) and (e).
- (2) Includes shares of restricted stock held under Issuer's 2002 Stock Option Plan and Issuer's 2007 Stock Plan.
- (3) Shares were withheld to cover tax withholding in connection with option exercise.
- (4) Represents shares held in Issuer's ESOP as of the end of the month immediately preceding this filing.
- (5) Represents shares held in Issuer's Savings Plan as of the end of the month immediately preceding this filing.
- (6) Represents shares held in Issuer's Supplemental Benefit Plan as of the end of the month immediately preceding this filing.
- (7) Original option grant vests in three equal annual installments beginning on the date listed in the "Date Exercisable" column.
- (8) Each performance stock unit represents a contingent right to receive one share of Issuer's Common Stock.
 - Represents grant of performance stock units under Issuer's 2007 Stock Plan. The award is eligible to vest following a two year performance period (from January 1, 2014 through December 31, 2015) as follows: (1) 70% of the award is eligible to vest upon achievement of certain performance criteria based on EBIT growth, and (2) 30% of the award is eligible to vest upon achievement of
- (9) certain performance criteria based on return on invested capital. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, the actual number of shares earned will be determined following the two year performance period and will vest on the third anniversary of the original grant date. The number of shares reflected is at the target award amount. No performance stock units will vest below a minimum level of performance. At or above the minimum level of performance, the actual number of shares earned may range from 50% to 150% of the target award amount.

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.