

Sensata Technologies Holding N.V.
 Form 4
 August 26, 2014

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 *
CARTER MARTIN J

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)
08/22/2014

____ Director
 Officer (give title below) _____ Other (specify below)
Senior Vice President, Controls

ATTLEBORO, MA 02703

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 | (A) or (D) | Price |
| Ordinary Shares, par value EUR 0.01 per share | 08/22/2014 | | M | | 28,101 | A | \$ 18.88 |
| | | | | | 57,693 ⁽³⁾ | D | |
| Ordinary Shares, par value EUR 0.01 per share | 08/22/2014 | | M | | 27,349 | A | \$ 35.01 |
| | | | | | 85,042 ⁽³⁾ | D | |
| | 08/22/2014 | | M | | 24,500 | A | 109,542 ⁽³⁾ |
| | | | | | 109,542 ⁽³⁾ | D | |

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| | | | | | | | |
|---|------------|---|---------|---|-------------------------|------------------------|---|
| Ordinary Shares, par value EUR 0.01 per share | | | | | \$ 33.48 | | |
| Ordinary Shares, par value EUR 0.01 per share | 08/22/2014 | M | 14,025 | A | \$ 32.03 | 123,567 ⁽³⁾ | D |
| Ordinary Shares, par value EUR 0.01 per share | 08/22/2014 | S | 100,000 | D | \$ 49.45 ⁽²⁾ | 23,567 ⁽³⁾ | D |

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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options to Buy | \$ 18.88 | 08/22/2014 | | M | 28,101 | <u>(1)</u> 09/21/2020 | Ordinary Shares, par value EUR 0.01 per share | 28,101 |
| Stock Options to Buy | \$ 35.01 | 08/22/2014 | | M | 27,349 | <u>(1)</u> 04/01/2021 | Ordinary Shares, par value EUR 0.01 per share | 27,349 |

| | | | | | | | | |
|----------------------|----------|------------|---|--------|------------|------------|---|--------|
| Stock Options to Buy | \$ 33.48 | 08/22/2014 | M | 24,500 | <u>(1)</u> | 04/01/2022 | Ordinary Shares, par value EUR 0.01 per share | 24,500 |
| Stock Options to Buy | \$ 32.03 | 08/22/2014 | M | 14,025 | <u>(1)</u> | 04/05/2023 | Ordinary Shares, par value EUR 0.01 per share | 14,025 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARTER MARTIN J C/O SENSATA TECHNOLOGIES, INC. 529 PLEASANT STREET ATTLEBORO, MA 02703 | | | Senior Vice President, Controls | |

Signatures

/s/ Steven Reynolds by power of attorney 08/26/2014

__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) These options are currently exercisable.
- (2) Represents a weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$49.28 to \$49.67.
- (3) Includes 23,567 of unvested restricted securities subject to performance conditions.
- (4) None of these options are currently exercisable.
- (5) 5,351 of these options are currently 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.