

Sensata Technologies Holding N.V.  
 Form 4  
 April 03, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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)  
 04/01/2015

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 Ownership (Instr. 4) |   |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|   |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
|   |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Ordinary Shares, par value EUR 0.01 per share | 04/01/2015                           |  | A <sup>(1)</sup>               | 42,239 <sup>(2)</sup>   | A   | \$ 0   | 133,061 <sup>(3)</sup>            | D |

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. 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                       | \$ 56.94   | 04/01/2015                           |  | A <sup>(1)</sup>               | 71,272  | <sup>(4)</sup> 04/01/2025                                | Ordinary Shares, par value EUR 0.01 per share                 | 71,272                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Sullivan Martha N.<br>C/O SENSATA TECHNOLOGIES, INC.<br>529 PLEASANT STREET<br>ATTLEBORO, MA 02703 | X             |           | President and CEO |       |

## Signatures

/s/ Michael Richards by power of attorney  
Date: 04/03/2015

\*\*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, 2015. The restricted securities will vest on April 1, 2018, 9,748 of which will vest based solely on service-conditions, and 32,491 of which will vest based on the issuer's satisfaction of certain performance criteria.

(3) Includes 99,031 unvested restricted securities, of which 89,283 securities are subject to performance conditions.

(4) The option grant is exercisable over four years at 25% per year, beginning on the first anniversary date of April 1, 2016.

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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