

Sensata Technologies Holding N.V.
 Form 4
 July 14, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
WROE THOMAS JR

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
07/12/2017

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

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

(Street)

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

ATTLEBORO, MA 02703

(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 | 07/12/2017 | | M | | 4,081 ⁽¹⁾ | A | \$ 14.8 13,016 ⁽²⁾ | D |
| Ordinary Shares, par value EUR 0.01 per share | 07/12/2017 | | S | | 4,081 ⁽¹⁾ | D | \$ 44.83 ⁽³⁾ 8,935 ⁽²⁾ | D |
| | 07/13/2017 | | M | | | A | \$ 14.8 13,959 ⁽²⁾ | D |

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| | | | | | | | | | |
|---|------------|---|--|----------------------|---|----------------------------------|-------------------|---|-------------------|
| Ordinary Shares, par value EUR 0.01 per share | | | | 5,024 <u>(1)</u> | | | | | |
| Ordinary Shares, par value EUR 0.01 per share | 07/13/2017 | S | | 5,024 <u>(1)</u> | D | \$ 44.8 | 8,935 <u>(2)</u> | D | |
| Ordinary Shares, par value EUR 0.01 per share | 07/14/2017 | M | | 30,895 <u>(1)</u> | A | \$ 14.8 | 39,830 <u>(2)</u> | D | |
| Ordinary Shares, par value EUR 0.01 per share | 07/14/2017 | S | | 30,895 <u>(1)</u> | D | \$ <u>44.86</u> <u>(4)</u> | 8,935 <u>(2)</u> | D | |
| Ordinary Shares, par value EUR 0.01 per share | | | | | | | 6,464 | I | By a Family Trust |

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.

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. 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 | \$ 14.8 | 07/12/2017 | | M | 4,081 <u>(1)</u> | <u>(5)</u> 09/04/2019 | Ordinary Shares, | 4,081 |

| | | | | | | | | |
|---|-------------------------------|-------------------------------------|-------------------|--|-------------------------------------|-------------------------------------|---|----------------------------|
| <p>to Buy</p> <p>Stock options to Buy</p> <p>Stock options to Buy</p> | <p>\$ 14.8</p> <p>\$ 14.8</p> | <p>07/13/2017</p> <p>07/14/2017</p> | <p>M</p> <p>M</p> | <p>5,024 <u>(1)</u></p> <p>30,895 <u>(1)</u></p> | <p><u>(5)</u></p> <p><u>(5)</u></p> | <p>09/04/2019</p> <p>09/04/2019</p> | <p>par value EUR 0.01 per share</p> <p>Ordinary Shares, par value EUR 0.01 per share</p> <p>Ordinary Shares, par value EUR 0.01 per share</p> | <p>5,024</p> <p>30,895</p> |
|---|-------------------------------|-------------------------------------|-------------------|--|-------------------------------------|-------------------------------------|---|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WROE THOMAS JR C/O SENSATA TECHNOLOGIES, INC 529 PLEASANT STREET ATTLEBORO, MA 02703 | X | | | |

Signatures

/s/ Michael Richards by power of attorney 07/14/2017

**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) The transactions being reported on this Form 4 were made through a 10B5-1 Sales Plan.
- (2) Includes 3,650 unvested restricted securities.
- (3) Represents a weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$44.80 to \$44.83, inclusive.
- (4) Represents a weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$44.81 to \$45.04, inclusive.
- (5) 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.