

Sensata Technologies Holding N.V.  
 Form 4  
 January 03, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**WROE THOMAS JR**

(Last) (First) (Middle)

C/O SENSATA TECHNOLOGIES, INC, 529 PLEASANT STREET

(Street)

ATTLEBORO, MA 02703

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Sensata Technologies Holding N.V. [ST]**

3. Date of Earliest Transaction (Month/Day/Year)  
 01/02/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
Ordinary Shares, par value EUR 0.01 per share	01/02/2014		M	(A) 60,000 (1)	\$ 6.99 179,085 (2)	D	
Ordinary Shares, par value EUR 0.01 per share	01/02/2014		S	(D) 60,000 (1)	\$ 38.28 119,085 (2) (4)	D	
					20,000	I	

Ordinary  
Shares, par  
value EUR  
0.01 per  
share

By a  
Family  
Trust

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options to Buy	\$ 6.99	01/02/2014		M	60,000 <u>(1)</u>	<u>(3)</u>	05/15/2016	Ordinary Shares, par value EUR 0.01 per share	60,000
Stock Options to Buy	\$ 6.99					<u>(3)</u>	05/15/2016	Ordinary Shares, par value EUR 0.01 per share	106,409

## 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/ Joseph Baillargeon by power of  
attorney

01/03/2014

\_\_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) The transactions being reported on this Form 4 were made through a 10B5-1 Sales Plan.
- (2) Includes 58,800 unvested restricted securities that are subject to performance conditions.
- (3) These options are currently exercisable.
- (4) Represents a weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$38.11 to \$38.59, inclusive.

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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