

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

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 *
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)
				(A) 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	\$ 44.86 <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.

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

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

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.