

Sullivan Martha N.  
Form 4  
February 13, 2019

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
Sullivan Martha N.

2. Issuer Name and Ticker or Trading Symbol  
Sensata Technologies Holding plc [ST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

02/11/2019

Chief Executive Officer

(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	02/11/2019		M	50,000	A \$ 14.8	426,744 <sup>(1)</sup>	D
Ordinary Shares, par value EUR 0.01 per share	02/11/2019		S	50,000	D \$ 46.65 <sup>(2)</sup>	376,744 <sup>(1)</sup>	D
	02/12/2019		M	50,000	A \$ 14.8	426,744 <sup>(1)</sup>	D

Ordinary  
Shares, par  
value EUR  
0.01 per  
share

Ordinary  
Shares, par  
value EUR 02/12/2019  
0.01 per  
share

\$  
47.55 376,744 <sup>(1)</sup> D  
(3)

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

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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 to Buy	\$ 14.8	02/11/2019		M	50,000	<sup>(4)</sup> 09/04/2019	Ordinary Shares, par value EUR 0.01 per share	50,000
Stock options to Buy	\$ 14.8	02/12/2019		M	50,000	<sup>(4)</sup> 09/04/2019	Ordinary Shares, par value EUR 0.01 per share	50,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sullivan Martha N.  
C/O SENSATA TECHNOLOGIES, INC.  
529 PLEASANT STREET  
ATTLEBORO, MA 02703

X

Chief Executive Officer

## Signatures

/s/ Michael Richards by power of  
attorney

02/13/2019

\_\_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) Includes 195,495 unvested restricted securities, of which 154,089 securities are subject to performance conditions.
  - (2) Represents the weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$46.50 to \$46.79, inclusive.
  - (3) Represents the weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$47.40 to \$47.70, inclusive.
  - (4) 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.

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