

COTE JEFFREY J  
Form 4  
January 25, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
COTE JEFFREY J

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)  
01/24/2013

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Chief Operating Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Ordinary Shares, par value EUR 0.01 per share | 01/24/2013                           |  | M                              | 26,950 <sup>(1)</sup>   | A \$ 7.3  | 228,096 <sup>(3)</sup>                                   | D   |
| Ordinary Shares, par value EUR 0.01 per share | 01/24/2013                           |  | S                              | 26,950 <sup>(1)</sup>   | D \$ 34.56 <sup>(2)</sup>   | 201,146 <sup>(3)</sup>                                   | D   |
|   | 01/25/2013                           |  | M                              |   | A \$ 7.3  | 224,196 <sup>(3)</sup>                                   | D   |

|   |            |                         |   |                        |                    |   |
|---|------------|-------------------------|---|------------------------|--------------------|---|
| Ordinary Shares, par value EUR 0.01 per share |            | 23,050<br><u>(1)</u>    |   |                        |                    |   |
| Ordinary Shares, par value EUR 0.01 per share | 01/25/2013 | \$ 23,050<br><u>(1)</u> | D | \$ 34.65<br><u>(5)</u> | 201,146 <u>(3)</u> | D |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options to Buy                       | \$ 7.3   | 01/24/2013                           |  | M                              | 26,950<br><u>(1)</u>  | <u>(4)</u> 03/28/2017                                    | Ordinary Shares, par value EUR 0.01 per share                 | 26,950                        |
| Stock Options to Buy                       | \$ 7.3   | 01/25/2013                           |  | M                              | 23,050<br><u>(1)</u>  | <u>(4)</u> 03/28/2017                                    | Ordinary Shares, par value EUR 0.01 per share                 | 23,050                        |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

COTE JEFFREY J  
C/O SENSATA TECHNOLOGIES, INC.  
529 PLEASANT STREET  
ATTLEBORO, MA 02703

Chief Operating Officer

## Signatures

/s/ Joseph Baillargeon by power of  
attorney

01/25/2013

\_\_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) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$34.50 to \$34.66, inclusive.
- (3) Includes 179,460 of unvested restricted ordinary shares, of which, 29,300 shares are subject to performance conditions.
- (4) These options are currently exercisable.
- (5) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$34.36 to \$34.80, inclusive.

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.