

Sensata Technologies Holding N.V.
Form 4
August 26, 2014

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 *
CARTER MARTIN 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)
08/22/2014

____ Director
 Officer (give title below) _____ Other (specify below)
Senior Vice President, Controls

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)
			Code	V	Amount or Price		
Ordinary Shares, par value EUR 0.01 per share	08/22/2014		M		28,101 A \$ 18.88	57,693 ⁽³⁾	D
Ordinary Shares, par value EUR 0.01 per share	08/22/2014		M		27,349 A \$ 35.01	85,042 ⁽³⁾	D
	08/22/2014		M		24,500 A	109,542 ⁽³⁾	D

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Ordinary Shares, par value EUR 0.01 per share					\$ 33.48		
Ordinary Shares, par value EUR 0.01 per share	08/22/2014	M	14,025	A	\$ 32.03	123,567 ⁽³⁾	D
Ordinary Shares, par value EUR 0.01 per share	08/22/2014	S	100,000	D	\$ 49.45 ⁽²⁾	23,567 ⁽³⁾	D

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 to Buy	\$ 18.88	08/22/2014		M	28,101	⁽¹⁾ 09/21/2020	Ordinary Shares, par value EUR 0.01 per share	28,101
Stock Options to Buy	\$ 35.01	08/22/2014		M	27,349	⁽¹⁾ 04/01/2021	Ordinary Shares, par value EUR 0.01 per share	27,349

