

Sensata Technologies Holding N.V.
 Form 4
 December 01, 2014

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 *
LEWIS JOHN DAVID

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)
11/26/2014

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

ST. GEORGE'S BUILDING, 14TH FLOOR, 2 ICE HOUSE 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

CENTRAL, K3

(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	(A) or (D)	Price
Ordinary Shares, par value EUR 0.01 per share	11/26/2014		M		7,500	A	\$ 33.02
Ordinary Shares, par value EUR 0.01 per share	11/26/2014		M		11,700	A	\$ 34.54
	11/26/2014		M		12,900	A	32,100

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Ordinary Shares, par value EUR 0.01 per share					\$ 31.76		
Ordinary Shares, par value EUR 0.01 per share	11/26/2014	M	17,200	A	\$ 20.6	49,300	D
Ordinary Shares, par value EUR 0.01 per share	11/26/2014	S	49,300	D	\$ 50 (2)	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	\$ 33.02	11/26/2014		M	7,500	(1) 03/10/2021	Ordinary Shares, par value EUR 0.01 per share	7,500
Stock Options to Buy	\$ 34.54	11/26/2014		M	11,700	(1) 05/24/2023	Ordinary Shares, par value EUR 0.01 per share	11,700

Stock Options to Buy	Exercise Price	Expiration Date	Category	Quantity	Notes	Expiration Date	Share Description	Quantity
Stock Options to Buy	\$ 31.76	11/26/2014	M	12,900	(1)	05/25/2022	Ordinary Shares, par value EUR 0.01 per share	12,900
Stock Options to Buy	\$ 20.6	11/26/2014	M	17,200	(1)	04/29/2020	Ordinary Shares, par value EUR 0.01 per share	17,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS JOHN DAVID ST. GEORGE'S BUILDING, 14TH FLOOR 2 ICE HOUSE STREET CENTRAL, K3	X			

Signatures

/s/ Michael Richards by power of attorney
 12/01/2014
 **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) These options are currently exercisable.
- (2) Represents a weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$49.72 to \$50.13.
- 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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