

Major Steven Michael  
 Form 4  
 February 07, 2012

**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 \*  
 Major Steven Michael

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)  
 02/03/2012

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Senior Vice President, Sensors

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)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares, par value EUR 0.01 per share	02/03/2012		M		86,918	A	\$ 6.99
					103,418		(1)
Ordinary Shares, par value EUR 0.01 per share	02/03/2012		S		86,918	D	\$ 31 (2)
					16,500		(1)
	02/06/2012		M		13,082	A	\$ 6.99
					29,582		(1)

Ordinary  
Shares, par  
value EUR  
0.01 per  
share

Ordinary  
Shares, par  
value EUR 02/06/2012  
0.01 per  
share

\$  
31.02 16,500 <sup>(1)</sup> D  
(3)

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	\$ 6.99	02/03/2012		M	86,918	<sup>(4)</sup> 05/15/2016	Ordinary Shares, par value EUR 0.01 per share	86,918
Stock Options to Buy	\$ 6.99	02/06/2012		M	13,082	<sup>(4)</sup> 05/15/2016	Ordinary Shares, par value EUR 0.01 per share	13,082

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Major Steven Michael  
C/O SENSATA TECHNOLOGIES, INC.  
529 PLEASANT STREET  
ATTLEBORO, MA 02703

Senior Vice President, Sensors

## Signatures

/s/ Steven Reynolds by Power of  
Attorney

02/07/2012

\_\_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 16,500 shares of unvested restricted stock.
- (2) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$30.62 to \$31.13, inclusive.
- (3) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$31.00 to \$31.08, 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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