

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 _____ 10% Owner
 Officer (give title below) _____ 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 ⁽¹⁾	A \$ 7.3	228,096 ⁽³⁾	D
Ordinary Shares, par value EUR 0.01 per share	01/24/2013		S	26,950 ⁽¹⁾	D \$ 34.56 ⁽²⁾	201,146 ⁽³⁾	D
	01/25/2013		M		A \$ 7.3	224,196 ⁽³⁾	D

Ordinary Shares, par value EUR 0.01 per share		23,050 <u>(1)</u>				
Ordinary Shares, par value EUR 0.01 per share	01/25/2013	\$ 23,050 <u>(1)</u>	D	\$ 34.65 <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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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 <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 <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.
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