

Sensata Technologies Holding N.V.
 Form 4
 July 31, 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 *
WROE THOMAS JR

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)

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

C/O SENSATA TECHNOLOGIES, INC, 529 PLEASANT STREET

07/29/2013

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Ordinary Shares, par value EUR 0.01 per share	07/29/2013		M	100,000 (1)	A	\$ 6.99	219,085 (2)	D
Ordinary Shares, par value EUR 0.01 per share	07/29/2013		S	100,000 (1)	D	\$ 36.97	119,085 (2)	D
						20,000	I	

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Ordinary Shares, par value EUR 0.01 per share								By a Family Trust
Ordinary Shares, par value EUR 0.01 per share	07/30/2013	M	50,000	A	\$ 6.99	169,085 ⁽²⁾	D	
Ordinary Shares, par value EUR 0.01 per share	07/30/2013	S	50,000	D	\$ 37.32 ⁽⁴⁾	119,085 ⁽²⁾	D	
Ordinary Shares, par value EUR 0.01 per share	07/30/2013	M	50,000	A	\$ 6.99	70,000	I	By a Family Trust
Ordinary Shares, par value EUR 0.01 per share	07/30/2013	S	50,000	D	\$ 37.32 ⁽⁵⁾	20,000	I	By a Family Trust

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

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SEC 1474 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options to Buy	\$ 6.99	07/29/2013		M	100,000 ⁽¹⁾	⁽³⁾ 05/15/2016	Ordinary Shares, par value EUR	100,000	

Stock Options to Buy	\$ 6.99				(3)	05/15/2016	0.01 per share Ordinary Shares, par value EUR	156,409
Stock Options to Buy	\$ 6.99	07/30/2013	M	50,000	(3)	05/15/2016	0.01 per share Ordinary Shares, par value EUR	50,000
Stock Options to Buy	\$ 6.99	07/30/2013	M	50,000	(3)	05/15/2016	0.01 per share Ordinary Shares, par value EUR	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WROE THOMAS JR C/O SENSATA TECHNOLOGIES, INC 529 PLEASANT STREET ATTLEBORO, MA 02703	X			

Signatures

/s/ Joseph Baillargeon by power of attorney
07/31/2013

**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) These transactions were made through a 10B5-1 Sales Plan.
- (2) Includes 58,800 unvested restricted securities that are subject to performance conditions.
- (3) These options are currently exercisable.
- (4) Represents a weighted average transaction price. The shares were sold in multiple transactions at prices ranging from \$37.07 to \$37.47.
- (5) Represents a weighted average transaction price. The shares were sold in multiple transactions at prices ranging from \$37.07 to \$37.48.

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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