

SENSIENT TECHNOLOGIES CORP
 Form 4
 December 05, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Wilkins Robert

2. Issuer Name and Ticker or Trading Symbol
 SENSIENT TECHNOLOGIES CORP [SXT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 777 E. WISCONSIN AVE.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/04/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Asia Pacific Group

MILWAUKEE, WI 53202
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 58,525 ⁽¹⁾ | 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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Stock Unit | (2) | 12/04/2014 | | A | 8,400 | (3) (3) | Common Stock | 8,400 |
| Performance Stock Unit | (2) | | | | | (4) (4) | Common Stock | 5,700 |
| Stock Options (Right to Buy) | \$ 23.09 | | | | | 02/14/2006(5) 02/14/2015 | Common Stock | 1,000 |
| Stock Options (Right to Buy) | \$ 19.03 | | | | | 02/10/2007(5) 02/10/2016 | Common Stock | 1,000 |
| Stock Options (Right to Buy) | \$ 24.45 | | | | | 02/08/2008(5) 02/08/2017 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wilkins Robert 777 E. WISCONSIN AVE. MILWAUKEE, WI 53202 | | | President, Asia Pacific Group | |

Signatures

/s/ John L. Hammond, Attorney-in-Fact for Mr. Wilkins
12/05/2014

__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).

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- (1) Includes restricted stock units held under Issuer's 2002 Stock Option Plan and Issuer's 2007 Stock Plan. Each restricted stock unit represents a contingent right to receive one share of Issuer's Common Stock and vests three or five years after the grant date.
- (2) Each performance stock unit represents a contingent right to receive one share of Issuer's Common Stock.

Represents grant of performance stock units under Issuer's 2007 Stock Plan. The award is eligible to vest following a three year performance period (from January 1, 2015 through December 31, 2017) as follows: (1) 70% of the award is eligible to vest upon achievement of certain performance criteria based on EBIT growth, and (2) 30% of the award is eligible to vest upon achievement of

- (3) certain performance criteria based on return on invested capital. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, the actual number of shares earned will be determined and vest following the three year performance period. The number of shares reflected is at the target award amount. No performance stock units will vest below a minimum level of performance. At or above the minimum level of performance, the actual number of shares earned may range from 0% to 150% of the target award amount.

Represents grant of performance stock units under Issuer's 2007 Stock Plan. The award is eligible to vest following a two year performance period (from January 1, 2014 through December 31, 2015) as follows: (1) 70% of the award is eligible to vest upon achievement of certain performance criteria based on EBIT growth, and (2) 30% of the award is eligible to vest upon achievement of

- (4) certain performance criteria based on return on invested capital. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, the actual number of shares earned will be determined following the two year performance period and will vest on the third anniversary of the original grant date. The number of shares reflected is at the target award amount. No performance stock units will vest below a minimum level of performance. At or above the minimum level of performance, the actual number of shares earned may range from 50% to 150% of the target award amount.

- (5) Original option grant vests in three equal annual installments beginning on the date listed in the "Date Exercisable" column.

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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