Sensata Technologies Holding N.V.

Form 4 June 10, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

2. Issuer Name and Ticker or Trading

Sensata Technologies Holding N.V.

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

06/06/2014

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

WROE THOMAS JR

(Middle)

(Last) (First)

C/O SENSATA TECHNOLOGIES.

INC, 529 PLEASANT STREET

(Street)

(State)

(Zip)

1. Title of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

Security (Instr. 3)

ATTLEBORO, MA 02703

(City)

(Month/Day/Year)

Symbol

[ST]

3. TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D)

4. Securities

(Instr. 3, 4 and 5)

(A) or

(Instr. 3 and 4) Code V Amount (D) Price

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.

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

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

(D) or Indirect Beneficial

Issuer

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of

Securities

Following

Reported

Transaction(s)

Owned

Beneficially

X_ Director

Applicable Line)

Officer (give title

Estimated average

burden hours per

7. Title and Amount of Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options to Buy	\$ 44.2	06/06/2014		A <u>(1)</u>	10,800		06/06/2015	06/06/2024	Ordinary Shares, par value EUR 0.01 per share	10,800

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WROE THOMAS JR
C/O SENSATA TECHNOLOGIES, INC
529 PLEASANT STREET
ATTLEBORO, MA 02703

Signatures

/s/ Michael Richards by power of attorney 06/10/2014

**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) Consists of options granted to the reporting person on June 6, 2014 pursuant to the Sensata Technologies Holding N.V. 2010 Equity Incentive Plan. These options vest 100% on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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