

MANNING KENNETH P
Form 4
October 21, 2008

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 *
MANNING KENNETH P

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 EAST WISCONSIN AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/17/2008

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

MILWAUKEE, WI 53202

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)
			Code	V	Amount or Price		
Common Stock	10/17/2008		M ⁽¹⁾		60,000 ⁽¹⁾	A	\$ 18.54 356,348 D
Common Stock	10/17/2008		S ⁽²⁾		54,762 ⁽²⁾	D	\$ 26.1925 ⁽³⁾ 301,586 D
Common Stock	10/17/2008		S ⁽²⁾		26,813 ⁽²⁾	D	\$ 26.9171 ⁽⁴⁾ 274,773 D
Common Stock							2,000 I Spouse
							8,295.87 I ESOP ⁽⁵⁾

Common Stock						
Common Stock				14,862.605	I	Savings Plan <u>(6)</u>
Common Stock				46,793.664	I	Supplemental Benefit Plan <u>(7)</u>

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (Right to Buy)	\$ 18.54	10/17/2008		M ⁽¹⁾	60,000 ⁽¹⁾	12/10/2002 ⁽⁸⁾	12/10/2011	Common Stock	60,000
Stock Options (Right to Buy)	\$ 23.19					12/09/2003 ⁽⁸⁾	12/09/2012	Common Stock	150,000
Stock Options (Right to Buy)	\$ 19.4					12/08/2004 ⁽⁸⁾	12/08/2013	Common Stock	100,000
Stock Options (Right to Buy)	\$ 23					12/06/2005 ⁽⁸⁾	12/06/2014	Common Stock	80,000
Stock Options (Right to Buy)	\$ 18.57					12/01/2006 ⁽⁸⁾	12/01/2015	Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANNING KENNETH P 777 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202	X		Chairman and CEO	

Signatures

John L. Hammond, Attorney-in-Fact for Mr.
Manning

10/21/2008

__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) Exercise of in-the-money employee stock option that would otherwise expire on 12/10/2011, exempt from Section 16(b) by virtue of Rule 16b-6(b) and Rule 16b-3(d) and (e).
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
This amount represents the weighted average sale price for the transactions reported on this line. The actual sale prices ranged from
- (3) \$25.75 to \$26.74. The reporting person hereby agrees to provide, upon request by the SEC staff, by the Issuer, or by any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
This amount represents the weighted average sale price for the transactions reported on this line. The actual sale prices ranged from
- (4) \$26.75 to \$27.015. The reporting person hereby agrees to provide, upon request by the SEC staff, by the Issuer, or by any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (5) Represents shares held in Issuer's ESOP as of the most recent statement date.
- (6) Represents shares held in Issuer's Savings Plan as of the most recent statement date.
- (7) Represents shares held in Issuer's Supplemental Benefit Plan as of the most recent statement date.
- (8) 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. 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.