

COTE JEFFREY J
Form 4
January 03, 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)

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2012

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

C/O SENSATA TECHNOLOGIES, INC., 529 PLEASANT STREET

(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 Ownership (Instr. 4)	
			Code	V	Amount or Price			
Ordinary Shares, par value EUR 0.01 per share	12/31/2012		M		7,478 ⁽¹⁾	A	\$ 7.3 208,624 ⁽³⁾	D
Ordinary Shares, par value EUR 0.01 per share	12/31/2012		S		7,478 ⁽¹⁾	D	\$ 32.52 ⁽²⁾ 201,146 ⁽³⁾	D
	01/02/2013		M			A	\$ 7.3 244,268 ⁽³⁾	D

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Ordinary Shares, par value EUR 0.01 per share										43,122 <u>(1)</u>								
Ordinary Shares, par value EUR 0.01 per share	01/02/2013		S							43,122 <u>(1)</u>	D	\$ <u>(4)</u>	33.43	201,146 <u>(3)</u>				D
Ordinary Shares, par value EUR 0.01 per share	01/03/2013		M							49,400 <u>(1)</u>	A	\$ 7.3		250,546 <u>(3)</u>				D
Ordinary Shares, par value EUR 0.01 per share	01/03/2013		S							49,400 <u>(1)</u>	D	\$ <u>(5)</u>	33.34	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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(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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options to Buy	\$ 7.3	12/31/2012		M	7,478 <u>(1)</u>	<u>(6)</u> 03/28/2017	Ordinary Shares, par value EUR 0.01 per share	7,478	
	\$ 7.3	01/02/2013		M		<u>(6)</u> 03/28/2017		43,122	

Stock Options to Buy					43,122 <u>(1)</u>				Ordinary Shares, par value EUR 0.01 per share	
Stock Options to Buy	\$ 7.3	01/03/2013		M	49,400 <u>(1)</u>	<u>(6)</u>	03/28/2017		Ordinary Shares, par value EUR 0.01 per share	49,400

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
01/03/2013

**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 \$32.50 to \$32.54, inclusive.
- (3) Includes 179,460 of unvested restricted ordinary shares, of which, 29,300 shares are subject to performance conditions.
- (4) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$33.27 to \$33.52, inclusive.
- (5) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$33.24 to \$33.46, inclusive.
- (6) These options are currently exercisable.

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.