Sensata Technologies Holding N.V.

Form 4

September 10, 2013

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Other (specify

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Sullivan Martha N.

(Last) (First) (Middle)

C/O SENSATA TECHNOLOGIES.

INC., 529 PLEASANT STREET (Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

[ST]

Sensata Technologies Holding N.V.

3. Date of Earliest Transaction

(Month/Day/Year) 09/06/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

_X__ Director

X_ Officer (give title

Issuer

below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and CEO

Form filed by More than One Reporting Person

D

ATTLEBORO, MA 02703

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

Code

3. 4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

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

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

Ordinary Shares, par

(City)

value EUR 09/06/2013

0.01 per share

\$ 6,926 S D 38.36 105,741 (1) (2)(3)

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
	-				(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration able Date	Title N	or Number		
						Exercisable			of		
				C-1- 1	7 (A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Ketauonsiiips						
	Director	10% Owner	Officer	Other			

Sullivan Martha N. C/O SENSATA TECHNOLOGIES, INC. 529 PLEASANT STREET ATTLEBORO, MA 02703

X

President and CEO

Deletionship

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

/s/ Joseph Baillargeon by power of attorney 09/10/2013

**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) Includes 80,460 unvested restricted securities, of which 65,600 securities are subject to performance conditions.
- (2) The transaction being reported on this Form 4 was made to cover taxes due by the reporting person upon vesting of restricted security awards.
- (3) Represents a weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$38.35 to \$38.39, inclusive.

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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