Elliott Allisha Form 4 April 03, 2018

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

Elliott Allisha

(Print or Type Responses)

1. Name and Address of Reporting Person *

			Sensata Technologies Holding plc [ST]				g plc	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					Director 10% Owner Officer (give title Other (specify				
529 PLEASANT STREET			04/01/2	04/01/2018					below) below) SVP Human Resources			
(Street)				4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
ATTLEBO	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution		3. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Ordinary Shares, par value EUR 0.01 per share	04/01/2018			A(1)	9,455	A	\$ 0	62,831 (3)	D			
Ordinary Shares, par value EUR 0.01 per share	04/01/2018			D	1,697 (4)	D	\$ 0	61,134 (5)	D			
Ordinary Shares, par	04/01/2018			F	1,207 (6)	D	\$ 51.83	59,927 <u>(5)</u>	D			

OMB APPROVAL

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January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

value EUR 0.01 per share

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

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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 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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 1 9 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock options to Buy	\$ 51.83	04/01/2018		A(1)	13,120	<u>(7)</u>	04/01/2028	Ordinary Shares, par value EUR 0.01 per share	13,120	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Elliott Allisha

529 PLEASANT STREET SVP Human Resources

ATTLEBORO, MA 02703

Signatures

/s/ Michael Richards by power of attorney 04/03/2018

**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).

Reporting Owners 2

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- (1) Granted pursuant to Sensata Technologies Holding plc First Amended and Restated 2010 Equity Incentive Plan.
 - Consists of unvested restricted securities granted to the reporting person on April 1, 2018. The restricted securities include 2,026
- (2) restricted securities that will vest on April 1, 2021 based on the reporting person's continued employment, and 7,429 restricted securities that will vest on April 1, 2021 based on the issuer's satisfaction of certain performance criteria.
- (3) Includes 52,102 unvested restricted securities, of which 30,823 securities are subject to performance conditions.
- (4) Represents the portion of the reporting person's performance-based restricted securities granted in 2015 that were forfeited based on certain performance criteria not being met.
- (5) Includes 46,393 unvested restricted securities, of which 26,432 securities are subject to performance conditions.
- (6) Represents shares withheld to cover taxes due by the reporting person upon vesting of certain restricted security awards.
- (7) These options are exercisable over four years at 25% per year, beginning on the first anniversary date of April 1, 2019.

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.