

Sensata Technologies Holding N.V.
 Form 4
 February 18, 2014

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 *
 Creighton Christine Frances

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)
 02/13/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Accounting 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)
				(A) or (D)	Price		
Ordinary Shares, par value EUR 0.01 per share	02/13/2014		M	7,000	A \$ 11.38	18,120 ⁽¹⁾	D
Ordinary Shares, par value EUR 0.01 per share	02/13/2014		M	3,825	A \$ 33.48	21,945 ⁽¹⁾	D
	02/13/2014		M	15,525	A	37,470 ⁽¹⁾	D

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Ordinary Shares, par value EUR 0.01 per share						\$ 18.88		
Ordinary Shares, par value EUR 0.01 per share	02/13/2014	M	6,800	A	\$ 35.01	44,270 ⁽¹⁾	D	
Ordinary Shares, par value EUR 0.01 per share	02/13/2014	S	33,150	D	\$ 40.36 <u>(2)</u>	11,120 ⁽¹⁾	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
Stock Options to Buy	\$ 11.38	02/13/2014		M	7,000	⁽³⁾ 11/12/2018	Ordinary Shares, par value EUR 0.01 per share	7,000
Stock Options to Buy	\$ 33.48	02/13/2014		M	3,825	⁽³⁾ 04/01/2022	Ordinary Shares, par value EUR 0.01 per share	3,825

Stock Options to Buy	\$ 18.88	02/13/2014	M	15,525	(3)	09/21/2020	Ordinary Shares, par value EUR 0.01 per share	15,525
Stock Options to Buy	\$ 35.01	02/13/2014	M	6,800	(3)	04/01/2021	Ordinary Shares, par value EUR 0.01 per share	6,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Creighton Christine Frances C/O SENSATA TECHNOLOGIES, INC. 529 PLEASANT STREET ATTLEBORO, MA 02703			Chief Accounting Officer	

Signatures

/s/ Joseph Baillargeon by power of attorney 02/18/2014

__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) Includes 9,900 unvested restricted securities, of which 5,100 restricted securities are subject to performance conditions.
- (2) Represents a weighted-average execution price. The shares were sold in multiple transactions at prices ranging from \$40.28 to \$40.49, inclusive.
- (3) These options are currently exercisable.
- (4) None of these options are exercisable.

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