

Sullivan Martha N.
Form 4
February 13, 2019

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 *
Sullivan Martha N.

2. Issuer Name and Ticker or Trading Symbol
Sensata Technologies Holding plc [ST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

02/11/2019

Chief Executive Officer

(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	02/11/2019		M	50,000	A \$ 14.8	426,744 ⁽¹⁾	D
Ordinary Shares, par value EUR 0.01 per share	02/11/2019		S	50,000	D \$ 46.65 ⁽²⁾	376,744 ⁽¹⁾	D
	02/12/2019		M	50,000	A \$ 14.8	426,744 ⁽¹⁾	D

Ordinary
Shares, par
value EUR
0.01 per
share

Ordinary
Shares, par
value EUR 02/12/2019
0.01 per
share

\$
47.55 376,744 ⁽¹⁾ D
(3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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	\$ 14.8	02/11/2019		M	50,000	⁽⁴⁾ 09/04/2019	Ordinary Shares, par value EUR 0.01 per share	50,000
Stock options to Buy	\$ 14.8	02/12/2019		M	50,000	⁽⁴⁾ 09/04/2019	Ordinary Shares, par value EUR 0.01 per share	50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Chief Executive Officer

Signatures

/s/ Michael Richards by power of
attorney

02/13/2019

__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 195,495 unvested restricted securities, of which 154,089 securities are subject to performance conditions.
- (2) Represents the weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$46.50 to \$46.79, inclusive.
- (3) Represents the weighted average execution price. The shares were sold in multiple transactions at prices ranging from \$47.40 to \$47.70, inclusive.
- (4) 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.

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