COTE JEFFREY J
Form 4
January 03, 2013

FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COTE JEFFREY J

(Last) (First) (Middle)

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

(Street)

ATTLEBORO, MA 02703

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Sensata Technologies Holding N.V. [ST]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	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	

Ordinary Shares, par value EUR 0.01 per share					43,122 (1)				
Ordinary Shares, par value EUR 0.01 per share	01/02/2013		S		43,122 (1)	D	$ 33.43 (4)	201,146 (3)	D
Ordinary Shares, par value EUR 0.01 per share	01/03/2013		M		49,400 (1)	A	$ 7.3	250,546 (3)	D
Ordinary Shares, par value EUR 0.01 per share	01/03/2013		S		49,400 (1)	D	$ 33.34 (5)	201,146 (3)	D

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 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. D S (I
				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 (1)	(6)	03/28/2017	Ordinary Shares, par value EUR 0.01 per share	7,478	
	$ 7.3	01/02/2013		M				(6)	03/28/2017		43,122	

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