

Major Steven Michael  
 Form 4  
 September 02, 2011

**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 \*  
 Major Steven Michael

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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Senior Vice President, Sensors

(Last) (First) (Middle)  
 C/O SENSATA TECHNOLOGIES, INC., 529 PLEASANT STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/31/2011

ATTLEBORO, MA 02703

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

(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)
			Code	V	Amount or Price		
Ordinary Shares, par value EUR 0.01 per share	08/31/2011		M		26,700 A \$ 6.99	43,200 <sup>(1)</sup>	D
Ordinary Shares, par value EUR 0.01 per share	08/31/2011		S		26,700 D \$ 32.83	16,500 <sup>(1)</sup>	D
	09/01/2011		M		33,200 A \$ 6.99	49,700 <sup>(1)</sup>	D

Ordinary  
Shares, par  
value EUR  
0.01 per  
share

Ordinary  
Shares, par  
value EUR 09/01/2011  
0.01 per  
share

\$  
32.58 16,500 <sup>(1)</sup> D  
(3)

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	\$ 6.99	08/31/2011		M	26,700	<sup>(4)</sup> 05/15/2016	Ordinary Shares, par value EUR 0.01 per share	26,700
Stock Options to Buy	\$ 6.99	09/01/2011		M	33,200	<sup>(4)</sup> 05/15/2016	Ordinary Shares, par value EUR 0.01 per share	33,200

## Reporting Owners

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

Major Steven Michael  
C/O SENSATA TECHNOLOGIES, INC.  
529 PLEASANT STREET  
ATTLEBORO, MA 02703

Senior Vice President, Sensors

## Signatures

/s/ Steven Reynolds by Power of  
Attorney

09/02/2011

\_\_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 16,500 shares of unvested restricted stock.
- (2) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$32.60 to \$33.00, inclusive.
- (3) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$32.38 to \$32.65, inclusive.
- (4) These options are currently exercisable.
- (5) 534,120 of these options are currently exercisable.
- (6) 500,920 of 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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