

WROE THOMAS JR  
Form 4  
February 07, 2012

**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 \*  
WROE THOMAS JR

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)  
02/03/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive 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 Indirect Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Ordinary Shares, par value EUR 0.01 per share	02/03/2012		M	100,000	A	\$ 6.99	257,195 <sup>(1)</sup>	D
Ordinary Shares, par value EUR 0.01 per share	02/03/2012		S	100,000	D	\$ 30.98	157,195 <sup>(1)</sup>	D
						<u>(2)</u>		

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock options to Buy	\$ 6.99	02/03/2012		M	100,000	(3) 05/15/2016	Ordinary Shares, par value EUR 0.01 per share 100,000
Stock options to Buy	\$ 6.99					(3) 05/15/2016	Ordinary Shares, par value EUR 0.01 per value 256,409

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WROE THOMAS JR C/O SENSATA TECHNOLOGIES, INC. 529 PLEASANT STREET ATTLEBORO, MA 02703	X		Chief Executive Officer	

## Signatures

/s/ Joseph Baillargeon by power of attorney 02/07/2012

\_\_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 78,460 of unvested restricted stock.

(2) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$30.62 to \$31.02.

(3) These shares 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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