

Sensata Technologies Holding N.V.
Form 4
November 18, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
CARTER MARTIN J

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)
11/17/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, Sensing Solutions

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares, par value EUR 0.01 per share	11/17/2015		M		12,250	A	\$ 33.48
							37,992 ⁽¹⁾
Ordinary Shares, par value EUR 0.01 per share	11/17/2015		M		14,025	A	\$ 32.03
							52,017 ⁽¹⁾
	11/17/2015		M		25,900	A	77,917 ⁽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	11/17/2015	M	9,912	A	\$ 43.16	87,829 ⁽¹⁾	D
Ordinary Shares, par value EUR 0.01 per share	11/17/2015	M	16,251	A	\$ 35.01	104,080 ⁽¹⁾	D
Ordinary Shares, par value EUR 0.01 per share	11/17/2015	S	66,000	D	\$ 43.87 ⁽²⁾	38,080 ⁽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	\$ 33.48	11/17/2015		M	12,250	⁽³⁾ 04/01/2022	Ordinary Shares, par value EUR 0.01 per share	12,250
	\$ 32.03	11/17/2015		M	14,025	⁽³⁾ 04/05/2023		14,025

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(4) None 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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