

SENSIENT TECHNOLOGIES CORP

Form 4

December 08, 2008

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MANNING KENNETH P

2. Issuer Name **and** Ticker or Trading
Symbol
SENSIENT TECHNOLOGIES
CORP [SXT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
777 EAST WISCONSIN AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2008

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

MILWAUKEE, WI 53202

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/04/2008		A	80,000 (1)	A \$ 0 354,773	D	
Common Stock	12/05/2008		S	40,000 (2)	D \$ 22.322 314,773 (3)	D	
Common Stock					8,316.735	I	ESOP (4)
Common Stock					14,899.898	I	Savings Plan (5)
Common Stock					2,000	I	Spouse

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Common Stock	47,097.623 I	Supplemental Benefit Plan (6)
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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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 18.54					12/10/2002 ⁽⁷⁾ 12/10/2011	Common Stock	75,000
Stock Options (Right to Buy)	\$ 23.19					12/09/2003 ⁽⁷⁾ 12/09/2012	Common Stock	150,000
Stock Options (Right to Buy)	\$ 19.4					12/08/2004 ⁽⁷⁾ 12/08/2013	Common Stock	100,000
Stock Options (Right to Buy)	\$ 23					12/06/2005 ⁽⁷⁾ 12/06/2014	Common Stock	80,000
Stock Options (Right to Buy)	\$ 18.57					12/01/2006 ⁽⁷⁾ 12/01/2015	Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANNING KENNETH P 777 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202	X		Chairman and CEO	

Signatures

/s/ John L. Hammond, Attorney-in-Fact for Mr.
Manning

12/08/2008

__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) Represents grant of stock under Issuer's 2007 Restricted Stock Plan.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

This amount represents the weighted average sale price for the transactions reported on this line. The actual sale prices ranged from
(3) \$22.13 to \$22.73. The reporting person hereby agrees to provide, upon request by the SEC staff, by the Issuer, or by any security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(4) Represents shares held in Issuer's ESOP as of the most recent statement date.

(5) Represents shares held in Issuer's Savings Plan as of the most recent statement date.

(6) Represents shares held in Issuer's Supplemental Benefit Plan as of the most recent statement date.

(7) Original option grant vests in three equal annual installments beginning on the date listed in the "Date Exercisable" column.

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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