

WROE THOMAS JR
Form 4
November 19, 2010

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares, par value EUR 0.01 per share | 11/17/2010 | | M | | 100,000 | A | \$ 6.99 |
| | | | | | 235,818 ⁽¹⁾ | D | |
| Ordinary Shares, par value EUR 0.01 per share | 11/17/2010 | | S | | 100,000 | D | \$ 23.136 |
| | | | | | 135,818 ⁽¹⁾ | D | |

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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 | 11/17/2010 | | M | 100,000 | (2) 05/15/2016 | Ordinary Shares, par value EUR 0.01 per share 100,000 |

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/ Maura Moroni by power of attorney
11/19/2010
**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 118,998 shares of unvested restricted securities.
- (2) These options are currently exercisable.
- (3) 1,106,967 of the directly owned options are currently exercisable, and 205,128 of the indirectly owned options are currently exercisable.
- (4) In addition to the options reported herein, the reporting person beneficially owns 225,000 employee stock options to purchase an equal number of ordinary shares at an exercise price of \$14.80 per ordinary share, which options vest in five equal annual installments

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beginning September 4, 2010.

- (5) Of these beneficially owned options, 1,444,183 are directly owned by the reporting person and 256,409 are indirectly owned through a family trust established for the benefit of the reporting person's children.

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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