

COTE JEFFREY J
Form 4
March 04, 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 *
COTE JEFFREY 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)
C/O SENSATA TECHNOLOGIES, INC., 529 PLEASANT STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Admin. & Finance 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	(D)	Price
Ordinary Shares, par value EUR 0.01 per share	03/02/2011		M		10,272	A	\$ 7.3
					84,592	(1)	D
Ordinary Shares, par value EUR 0.01 per share	03/02/2011		S		10,272	D	\$ 31.9898
					74,320	(1)	D

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- In addition to the options reported herein, the reporting person beneficially owns 250,000 employee stock options to purchase an equal
- (4) number of ordinary shares at an exercise price of \$14.80 per ordinary share, which options vest in five equal annual installments beginning September 4, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.