

BERINGHAUSE STEVEN
Form 4
May 20, 2013

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 *
BERINGHAUSE STEVEN

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President, Sensors

(Last) (First) (Middle)
C/O SENSATA TECHNOLOGIES, INC., 529 PLEASANT STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2013

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Ordinary Shares, par value EUR 0.01 per share	05/17/2013		M	A	\$ 46,482 ⁽²⁾	D	
					4,500 ⁽¹⁾		
Ordinary Shares, par value EUR 0.01 per share	05/17/2013		S	D	\$ 41,982 ⁽²⁾	D	
					4,500 ⁽¹⁾		
	05/17/2013		M	A	\$ 46,482 ⁽²⁾	D	

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Ordinary Shares, par value EUR 0.01 per share			4,500 <u>(1)</u>		\$					6.99
Ordinary Shares, par value EUR 0.01 per share	05/17/2013		S	4,500 <u>(1)</u>	D	\$	41,982	<u>(2)</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. F Derivative 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	05/17/2013		M	4,500 <u>(1)</u>	<u>(3)</u>	05/15/2016	Ordinary Shares, par value EUR 0.01 per share	4,500
Stock Options to Buy	\$ 6.99	05/17/2013		M	4,500 <u>(1)</u>	<u>(3)</u>	05/15/2016	Ordinary Shares, par value EUR 0.01 per share	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERINGHAUSE STEVEN C/O SENSATA TECHNOLOGIES, INC. 529 PLEASANT STREET ATTLEBORO, MA 02703			Senior Vice President, Sensors	

Signatures

/s/ Joseph Baillargeon by power of attorney
 Date: 05/20/2013

__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) The transactions being reported on this Form 4 were made through a 10b5-1 Sales Plan.
- (2) Includes 23,640 of unvested restricted securities, of which 16,200 securities are subject to performance conditions.
- (3) 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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