

WROE THOMAS JR  
Form 4  
December 21, 2012

**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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/19/2012

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

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 Ownership (Instr. 4) |                   |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------------------|
|   |                                      |  |                                | (A) or (D)  | Price   |  |                                   |                   |
|   |                                      |  |                                | Code  | V   | Amount   |                                   |                   |
| Ordinary Shares, par value EUR 0.01 per share | 12/19/2012                           |  | S                              | D   | 13,610 <sub>(1)</sub>   | \$ 32.2 <sub>(2)</sub>                                   | 119,085 <sub>(3)</sub>            | D                 |
| Ordinary Shares, par value EUR 0.01 per share |                                      |  |                                |   |   | 20,000   | I                                 | By a Family Trust |

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| WROE THOMAS JR<br>C/O SENSATA TECHNOLOGIES, INC<br>529 PLEASANT STREET<br>ATTLEBORO, MA 02703 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Joseph Baillargeon by Power of Attorney  
 Date: 12/21/2012

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 transaction being reported on this Form 4 was made through a 10B5-1 Sales Plan to cover taxes due by the reporting person upon vesting of restricted stock awards.
- (2) Represents a weighted average purchase price. The shares were purchased in multiple transactions at prices ranging from \$32.13 to \$32.30, inclusive.
- (3) Includes 58,800 shares of unvested restricted stock that are subject to performance conditions.

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