

Sullivan Martha N.
Form 3
March 10, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Sullivan Martha N.

(Last) (First) (Middle)

C/O SENSATA
TECHNOLOGIES, INC., Â 529
PLEASANT STREET

(Street)

ATTLEBORO, Â MA Â 02703

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/10/2010

3. Issuer Name **and** Ticker or Trading Symbol
Sensata Technologies Holding N.V. [ST]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Executive VP and COO

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Ordinary Shares, par value EUR 0.01 per share

8,977 ⁽¹⁾

D Â

Ordinary Shares, par value EUR 0.01 per share

74,300 ⁽²⁾

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options to Buy	Â <u>(3)</u>	05/15/2016	Ordinary shares	1,629,191 <u>(3)</u>	\$ 6.99	D	Â
Stock Options to Buy	Â <u>(4)</u>	09/04/2019	Ordinary shares	200,000 <u>(4)</u>	\$ 14.8	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sullivan Martha N. C/O SENSATA TECHNOLOGIES, INC. 529 PLEASANT STREET ATTLEBORO, MA 02703	Â	Â	Â Executive VP and COO	Â

Signatures

/s/ Martha N.
Sullivan

03/10/2010

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Consists of vested restricted ordinary shares granted to the reporting person on May 15, 2006. The restricted ordinary shares vested on May 15, 2007.
- (2) Consists of unvested restricted ordinary shares granted to the reporting person on December 9, 2009. The restricted ordinary shares vest in five equal annual installments beginning one year from the date of grant.

Consists of 543,064 Tranche I options and 1,086,127 Tranche II options granted to the reporting person on May 15, 2006. The Tranche I options vest as follows: 40% upon the second anniversary of the date of grant and 20% upon each of the third, fourth and fifth anniversaries of the date of grant. Vesting of Tranche II options is conditioned upon the achievement of a performance target at which time they become subject to time vesting in the same manner as the Tranche I options. 325,838 of the Tranche I options have vested; no Tranche II options have vested.
- (3) Consists of Tranche I options granted to the reporting person on September 4, 2009. The Tranche I options vest in five equal annual installments beginning one year from the date of grant.
- (4) Consists of Tranche I options granted to the reporting person on September 4, 2009. The Tranche I options vest in five equal annual installments beginning one year from the date of grant.

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.