

WROE THOMAS JR
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)

<p>1. Name and Address of Reporting Person *</p> <p>WROE THOMAS JR</p> <p>(Last) (First) (Middle)</p> <p>C/O SENSATA TECHNOLOGIES, INC, 529 PLEASANT STREET</p> <p>(Street)</p> <p>ATTLEBORO, MA 02703</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/10/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Sensata Technologies Holding N.V. [ST]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Executive Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	52,118 ⁽¹⁾	D	^
Ordinary Shares, par value EUR 0.01 per share	83,600 ⁽²⁾	D	^

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 (3)	05/15/2016	Ordinary Shares	1,942,495 (3)	\$ 6.99	I	By a Family Trust (3)
Stock Options to Buy	Â (4)	09/04/2019	Ordinary Shares	225,000 (4)	\$ 14.8	D	Â

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	Â X	Â	Â Chief Executive Officer	Â

Signatures

/s/ Thomas
Wroe, Jr. 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 invested restricted ordinary shares granted to the reporting person on May 15, 2006. The restricted ordinary shares are subject to time vesting and vest upon the earliest to occur of the reporting person's involuntary retirement, a change of control and June 2, 2011.
 - (2) Consists of invested 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 647,498 Tranche I options and 1,294,997 Tranche II options granted to the reporting person on May 15, 2006. 256,409 of these options are held by the Trust. 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. 388,499 of the Tranche I options have vested; no Tranche II options have vested.
 - (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.