

SENSIENT TECHNOLOGIES CORP  
Form 4  
July 30, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**ROLFS STEPHEN J**

2. Issuer Name and Ticker or Trading Symbol  
**SENSIENT TECHNOLOGIES CORP [SXT]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
**777 EAST WISCONSIN AVENUE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/29/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior VP Administration**

**MILWAUKEE, WI 53202**

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 (A) or (D) Price		
Common Stock	07/29/2014		M <sup>(1)</sup>		10,000 <sup>(1)</sup> A \$ 23	116,900 <sup>(2)</sup>	D
Common Stock	07/29/2014		F <sup>(3)</sup>		927 <sup>(3)</sup> D \$ 54.49	115,973 <sup>(2)</sup>	D
Common Stock						3,965.479	I ESOP <sup>(4)</sup>
Common Stock						1,698.391	I Savings Plan <sup>(5)</sup>
Common Stock						947.491	I Supplemental Benefit Plan <sup>(6)</sup>

Edgar Filing: SENSIENT TECHNOLOGIES CORP - Form 4

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.**

SEC 1474  
(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 Security (Instr. 3 and 4)
Stock Options (Right to Buy)	\$ 23	07/29/2014		M <sup>(1)</sup>	10,000 <sup>(1)</sup>	12/06/2005 <sup>(7)</sup> 12/06/2014	Common Stock
Stock Options (Right to Buy)	\$ 18.57					12/01/2006 <sup>(7)</sup> 12/01/2015	Common Stock
Stock Options (Right to Buy)	\$ 24.15					12/07/2007 <sup>(7)</sup> 12/07/2016	Common Stock
Performance Stock Unit	<sup>(8)</sup>					<sup>(9)</sup> <sup>(9)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROLFS STEPHEN J 777 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202			Senior VP Administration	

## Signatures

/s/ John L. Hammond, Attorney-in-Fact for Mr. Rolfs 07/30/2014

        \*\*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) Exercise of in-the-money stock option that would otherwise expire on 12/6/2014, exempt from Section 16(b) by virtue of Rule 16b-6(b) and Rule 16b-3(d) and (e).
- (2) Includes shares of restricted stock held under Issuer's 2002 Stock Option Plan and Issuer's 2007 Stock Plan.
- (3) Shares were withheld to cover tax withholding in connection with option exercise.
- (4) Represents shares held in Issuer's ESOP as of the end of the month immediately preceding this filing.
- (5) Represents shares held in Issuer's Savings Plan as of the end of the month immediately preceding this filing.
- (6) Represents shares held in Issuer's Supplemental Benefit Plan as of the end of the month immediately preceding this filing.
- (7) Original option grant vests in three equal annual installments beginning on the date listed in the "Date Exercisable" column.
- (8) Each performance stock unit represents a contingent right to receive one share of Issuer's Common Stock.

Represents grant of performance stock units under Issuer's 2007 Stock Plan. The award is eligible to vest following a two year performance period (from January 1, 2014 through December 31, 2015) as follows: (1) 70% of the award is eligible to vest upon achievement of certain performance criteria based on EBIT growth, and (2) 30% of the award is eligible to vest upon achievement of certain performance criteria based on return on invested capital. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, the actual number of shares earned will be determined following the two year performance period and will vest on the third anniversary of the original grant date. The number of shares reflected is at the target award amount. No performance stock units will vest below a minimum level of performance. At or above the minimum level of performance, the actual number of shares earned may range from 50% to 150% of the target award amount.

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.