

SENSIENT TECHNOLOGIES CORP

Form 4

December 10, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)  
**12/09/2015**

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

**MILWAUKEE, WI 53202**

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/09/2015                              |                                                             | F(1)                                 | V Amount<br>(1) 7,000<br>D Price<br>\$ 63.82                            | 109,231 (2)                                                                                                        | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 4,083.37                                                                                                           | I                                                                       | ESOP (3)                                                          |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 1,730.805                                                                                                          | I                                                                       | Savings Plan<br>(4)                                               |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 1,062.577                                                                                                          | I                                                                       | Supplemental<br>Benefit Plan<br>(5)                               |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Performance<br>Stock Unit                           | (6)                                                                   |                                         |                                                             |                                         |                                                                                                                       | (7) (7)                                                        | Common<br>Stock 13,90                                               |
| Performance<br>Stock Unit                           | (6)                                                                   |                                         |                                                             |                                         |                                                                                                                       | (8) (8)                                                        | Common<br>Stock 15,20                                               |
| Performance<br>Stock Unit                           | (6)                                                                   |                                         |                                                             |                                         |                                                                                                                       | (9) (9)                                                        | Common<br>Stock 8,600                                               |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 24.15                                                              |                                         |                                                             |                                         |                                                                                                                       | 12/07/2007 <sup>(10)</sup> 12/07/2016                          | Common<br>Stock 2,125                                               |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                 |       |
|---------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                     | Director      | 10% Owner | Officer         | Other |
| ROLFS STEPHEN J<br>777 EAST WISCONSIN AVENUE<br>MILWAUKEE, WI 53202 |               |           | Senior VP & CFO |       |

## Signatures

/s/ John L. Hammond, Attorney-in-Fact for Mr.  
Rolf

12/10/2015

\_\_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) Shares were withheld to cover tax withholding in connection with the vesting of a prior restricted stock grant.

(2) Includes shares of restricted stock held under Issuer's 2002 Stock Option Plan and Issuer's 2007 Stock Plan.

(3) Represents shares held in Issuer's ESOP as of the end of the month immediately preceding this filing.

(4) Represents shares held in Issuer's Savings Plan as of the end of the month immediately preceding this filing.

(5) Represents shares held in Issuer's Supplemental Benefit Plan as of the end of the month immediately preceding this filing.

(6) 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 three year performance period (from January 1, 2016 through December 31, 2018) 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 and vest following the three year performance period. 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 0% to 150% of the target award amount.

Represents grant of performance stock units under Issuer's 2007 Stock Plan. The award is eligible to vest following a three year performance period (from January 1, 2015 through December 31, 2017) 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 and vest following the three year performance period. 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 0% to 150% of the target award amount.

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.

(10) Original option grant vests in three equal annual installments beginning on the date listed in the "Date Exercisable" column.

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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