ROLFS STEPHEN J

Form 4

February 09, 2018

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Issuer

ROLFS STEPHEN J

SENSIENT TECHNOLOGIES CORP [SXT]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title

6. Individual or Joint/Group Filing(Check

(Month/Day/Year)

02/08/2018

_ Other (specify

777 EAST WISCONSIN AVENUE

Senior VP & CFO

(Street) 4. If Amendment, Date Original

Symbol

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

MILWAUKEE, WI 53202

(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. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	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)		
Common Stock	02/08/2018		M(1)	13,011	A	\$ 0	101,587	D			
Common Stock	02/08/2018		F(2)	6,505	D	\$ 68.92	95,082	D			
Common Stock							4,304.192	I	ESOP (3)		
Common Stock							1,791.882	I	Savings Plan (4)		
Common Stock							1,262.242	I	Supplemental Benefit Plan		

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

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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 onDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Unit	<u>(6)</u>	02/08/2018		M(1)	13,011	<u>(7)</u>	<u>(7)</u>	Common Stock	15,200
Performance Stock Unit	<u>(6)</u>					(8)	(8)	Common Stock	11,700
Performance Stock Unit	<u>(6)</u>					<u>(9)</u>	<u>(9)</u>	Common Stock	11,600
Performance Stock Unit	<u>(6)</u>					(10)	(10)	Common Stock	13,900

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ROLFS STEPHEN J

777 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202

Senior VP & CFO

Signatures

/s/ John J. Manning, Attorney-in-Fact for Mr. Rolfs

02/09/2018

**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) Represents vesting of performance stock units at 85.6% of the target award amount and conversion to shares of Issuer's Common Stock.

Reporting Owners 2

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- (2) Shares were withheld to cover tax withholding in connection with the vesting of prior performance stock unit grant.
- (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.
- (7) Performance stock units vested at 85.6% of the target award amount upon the Issuer's achievement of certain performance criteria based on EBIT growth and return on invested capital during a three-year performance period.

Represents grant of performance stock units under Issuer's 2017 Stock Plan. The award is eligible to vest following a three-year

performance period (from January 1, 2018 through December 31, 2020) 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, 2017 through December 31, 2019) 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, 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.

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.

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