

SENSIENT TECHNOLOGIES CORP

Form 4

November 21, 2016

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 *
Wilkins Robert

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 E. WISCONSIN AVE.

(Street)

MILWAUKEE, WI 53202

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2016

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President, Asia Pacific Group

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 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 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)
Common Stock	11/18/2016		M ⁽¹⁾	V Amount (A) or (D) Price 5,000 A \$ 24.45	65,525 ⁽²⁾	D	

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
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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)**

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Num of Shar
Stock Options (Right to Buy)	\$ 24.45	11/18/2016		M ⁽¹⁾	5,000	02/08/2008 ⁽³⁾ 02/08/2017	Common Stock 5,0
Performance Stock Unit	⁽⁴⁾					⁽⁵⁾ ⁽⁵⁾	Common Stock 6,2
Performance Stock Unit	⁽⁴⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock 8,4
Performance Stock Unit	⁽⁴⁾					⁽⁷⁾ ⁽⁷⁾	Common Stock 5,7

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wilkins Robert 777 E. WISCONSIN AVE. MILWAUKEE, WI 53202	President, Asia Pacific Group

Signatures

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

11/21/2016

**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 2/8/2017, exempt from Section 16(b) by virtue of Rule 16b-6(b) and Rule 16b-3(d) and (e).
- (2) Includes restricted stock units held under Issuer's 2007 Stock Plan. Each restricted stock unit represents a contingent right to receive one share of Issuer's Common Stock and vests three or five years after the grant date.
- (3) Original option grant vests in three equal annual installments beginning on the date listed in the "Date Exercisable" column.
- (4) Each performance stock unit represents a contingent right to receive one share of Issuer's Common Stock.

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- (5) 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.

- (6) 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.

- (7) Represents grant of performance stock units under Issuer's 2007 Stock Plan. The number of shares reflected is at the target award amount. The award is eligible to vest at 45% of the target award amount based upon the Issuer's achievement of certain performance criteria based on EBIT growth and return on invested capital during a two year performance period. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, the actual number of shares earned will vest on the third anniversary of the original grant date.

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.