

SENSIENT TECHNOLOGIES CORP  
Form 4  
December 05, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
Manning Paul

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)

3. Date of Earliest Transaction (Month/Day/Year)  
12/01/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

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)
Common Stock	12/05/2016		M <sup>(1)</sup>	9,225 A	\$ 0 85,673 <sup>(2)</sup>	D	
Common Stock					872.177	I	Supplemental Benefit Plan <sup>(3)</sup>
Common Stock					406.508	I	ESOP <sup>(4)</sup>

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

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SEC 1474 (9-02)



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- 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.
- (6)
- Performance stock units vested at 45% 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 two year performance period.
- (7)
- 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.
- (8)
- 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.
- (9)

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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