SENSIENT TECHNOLOGIES CORP

Form 4

December 05, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

obligations

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

may continue. See Instruction

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person *

Grover Gautam

(Last) (First) (Middle)

777 E. WISCONSIN AVENUE

(Street)

2. Issuer Name and Ticker or Trading

Symbol

SENSIENT TECHNOLOGIES CORP [SXT]

3. Date of Earliest Transaction

(Month/Day/Year) 12/01/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

Pres, Flavors & Fragrances Grp 6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MILWAUKEE, WI 53202

(City)

Security

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

(Zip)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code

Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Securities Security or Exercise any Code (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Stock Unit	<u>(1)</u>	12/01/2016		A		6,700		(2)	(2)	Common Stock	6,700	
Performance Stock Unit	<u>(1)</u>							(3)	(3)	Common	7,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

porting Owner Name / Address

Director 10% Owner

Officer

Other

Grover Gautam 777 E. WISCONSIN AVENUE MILWAUKEE, WI 53202

& Fragrances

Pres, Flavors

Grp

Signatures

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

12/05/2016

**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) 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, 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

(2) 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

(3) 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.

Reporting Owners 2

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