

Manning John J
Form 4
February 15, 2019

FORM 4

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

OMB APPROVAL

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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 John 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)
02/14/2019

____ Director
 Officer (give title below) _____ Other (specify below)
VP, General Counsel, Secretary

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)
			Code	V Amount (D) Price			
Common Stock	02/14/2019		M ⁽¹⁾	879 A \$ 0	6,628.968	D	
Common Stock	02/14/2019		F ⁽²⁾	439 D \$ 62.54	6,189.968	D	
Common Stock					42.124	I	By Children
Common Stock					205.709	I	ESOP ⁽³⁾
Common Stock					104.559	I	Supplemental Benefit Plan ⁽⁴⁾

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

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(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 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 of Underlying Securities (Instr. 3 and 4)	8. P... Der... Sec... (Ins...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Performance Stock Unit	(5)	02/14/2019		M	879	(6)	(6)	Common Stock	4,600
Performance Stock Unit	(5)					(7)	(7)	Common Stock	4,500
Performance Stock Unit	(5)					(8)	(8)	Common Stock	4,900
Performance Stock Unit	(5)					(9)	(9)	Common Stock	6,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Manning John J 777 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202			VP, General Counsel, Secretary	

Signatures

/s/ John J. Manning
02/15/2019

**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 19.1% of the target award amount and conversion to shares of Issuer's Common Stock.
- (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 Supplemental Benefit Plan as of the end of the month immediately preceding this filing.
- (5) Each performance stock unit represents a contingent right to receive one share of Issuer's Common Stock.
- (6) Performance stock units vested at 19.1% 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 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.

- (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, 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.
- (8) 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.

- (9) 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, 2019 through December 31, 2021) as follows: (1) 70% of the award is eligible to vest upon achievement of certain performance criteria based on EBITDA 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.

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