

Thermon Group Holdings, Inc.
 Form 4
 May 21, 2014

FORM 4

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

OMB APPROVAL

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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 *
PETERSON JAY

2. Issuer Name and Ticker or Trading Symbol
**Thermon Group Holdings, Inc.
 [THR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 THERMON DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/19/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO

SAN MARCOS, TX 78666

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/19/2014		M		3,600 (1) A \$ 0 6,814	D	
Common Stock	05/19/2014		F		984 (2) D \$ 22.9 5,830	D	

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Performance Units	\$ 0	05/19/2014 ⁽³⁾		M	2,711 <u>(3)</u>	<u>(3)</u> <u>(3)</u>	Common Stock	1,300
Performance Units	\$ 0	05/19/2014 ⁽⁴⁾		M	2,696 <u>(4)</u>	<u>(4)</u> <u>(4)</u>	Common Stock	2,200
Stock Option (Right to Buy)	\$ 9.84					05/04/2011 ⁽⁵⁾ 03/01/2021	Common Stock	6,800
Stock Option (Right to Buy)	\$ 12					<u>(6)</u> 05/04/2021	Common Stock	5,000
Restricted Stock Units	\$ 0					<u>(7)</u> <u>(7)</u>	Common Stock	5,400
Restricted Stock Units	\$ 0					<u>(7)</u> <u>(7)</u>	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERSON JAY 100 THERMON DRIVE SAN MARCOS, TX 78666			CFO	

Signatures

/s/ Jay Peterson by Sarah Alexander as attorney in fact 05/21/2014

 **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) Shares acquired on the vesting of performance units for the performance periods ended 3/31/2014.

(2) Shares withheld for payment of tax liability.

On August 2, 2012, the reporting person was granted 8,132 performance units. Of the 2,710 Target shares eligible to be earned based on the Issuer's total shareholder return for the performance period ended March 31, 2014, the reporting person actually earned 50.0%, or

(3) 1,355 shares. The Compensation Committee certified the achievement of the performance goal on May 19, 2014. The remaining 2,711 target shares will be eligible to be earned in the performance period ending March 31, 2015. The actual number of shares that may vest depends on the Issuer's actual performance and ranges from 0% to 200%.

On August 1, 2013, the reporting person was granted 8,089 performance units. Of the 2,696 Target shares eligible to be earned based on the Issuer's total shareholder return for the performance period ended March 31, 2014, the reporting person actually earned 83.3%, or

(4) 2,245 shares. The Compensation Committee certified the achievement of the performance goal on May 19, 2014. The remaining 5,393 target shares will be eligible to be earned in the performance periods ending March 31, 2015 and 2016. The actual number of shares that may vest depends on the Issuer's actual performance and ranges from 0% to 200%.

(5) Options vested and became fully exercisable in connection with the Issuer's initial public offering.

(6) Options vest in five equal annual installments beginning on May 4, 2012.

(7) On August 2, 2012, the reporting person was granted a restricted stock unit award that vests in equal annual installments on August 2, 2014 and 2015.

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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