

Thermon Group Holdings, Inc.
Form 4
June 12, 2014

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 *
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)
06/10/2014

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

SAN MARCOS, TX 78666

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

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 (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)
Common Stock	06/10/2014		M	4,244 A	\$ 9.82	9,074	D

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

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information contained in this form are not
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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	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.82	06/10/2014		M		4,244		05/04/2011 ⁽¹⁾	03/01/2021	Common Stock	4,244
Stock Option (Right to Buy)	\$ 9.82	06/10/2014		F ⁽⁷⁾		2,638		05/04/2011 ⁽¹⁾	03/01/2021	Common Stock	2,638
Stock Option (Right to Buy)	\$ 12							⁽²⁾	05/04/2021	Common Stock	5,000
Performance Units	\$ 0							⁽³⁾	⁽³⁾	Common Stock	2,700 (9)
Restricted Stock Units	\$ 0							⁽⁴⁾	⁽⁴⁾	Common Stock	5,400 (9)
Performance Units	\$ 0							⁽⁵⁾	⁽⁵⁾	Common Stock	5,300 (9)
Restricted Stock Units	\$ 0							⁽⁶⁾	⁽⁷⁾	Common Stock	8,000 (9)

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

06/12/2014

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

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

(3) On August 2, 2012, the reporting person was granted a performance unit award; the remaining portion of the award will vest on March 31, 2015. The number of shares reflected in this filing represents the Target Award. The actual number of shares that may vest depends on the Issuer's total shareholder return performance relative to its peer group and ranges from 0% below Threshold performance, 50% at Threshold performance, 100% at Target performance and 200% at Maximum performance.

(4) On August 2, 2012, the reporting person was granted a restricted stock unit award; the remaining portion of the award will vest in equal annual installments on August 2, 2014 and 2015.

(5) On August 1, 2013, the reporting person was granted a performance unit award; the remaining portion of the award will vest in annual installments on March 31, 2015 and 2016. The number of shares reflected in this filing represents the Target Award. The actual number of shares that may vest depends on the Issuer's total shareholder return performance relative to its peer group and ranges from 0% below Threshold performance, 50% at Threshold performance, 100% at Target performance and 200% at Maximum performance.

(6) On August 1, 2013, the reporting person was granted a restricted stock unit award, which will vest in equal annual installments will vest in equal annual installments on August 1, 2014, 2015 and 2016.

(7) Shares forfeited to cover the \$9.82 per share exercise price of the stock options exercised.

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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