

Thermon Group Holdings, Inc.
 Form 4
 June 05, 2015

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)
07/31/2014

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

SAN MARCOS, TX 78666

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/01/2014 ⁽⁸⁾		M	11,264	A \$ 0	21,534	D
Common Stock	05/20/2015		F	3,069	D \$ 23.82	18,465	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	07/31/2014		A	4,444	(1)	(1)	Common Stock
Performance Units	\$ 0	07/31/2014		A	8,480 (2)	(2)	(2)	Common Stock
Restricted Stock Units	\$ 0	08/01/2014		M	2,696	(3)	(3)	Common Stock
Restricted Stock Units	\$ 0	08/02/2014		M	2,711	(4)	(4)	Common Stock
Performance Units	\$ 0	05/20/2015		M	2,711 (5)	(5)	(5)	Common Stock
Performance Units	\$ 0	05/20/2015		M	2,696 (6)	(6)	(6)	Common Stock
Stock Options (Right to Buy)	\$ 0					05/04/2012 ⁽⁷⁾	05/04/2021	Common Stock

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

06/05/2015

**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) On July 31, 2014, the reporting person was granted a restricted stock unit award that vests in equal annual installments on July 31, 2015, 2016 and 2017.

(2) On July 31, 2014, the reporting person was granted 8,480 performance units which will vest on March 31, 2017. The underlying shares will only be earned if and to the extent that the Issuer achieves certain predetermined total shareholder return goals for the performance period beginning July 31, 2014 through March 31, 2017. No shares will be earned or issued in settlement of the award until the full performance period has elapsed. The actual number of shares that may vest depends on the Issuer's total shareholder return performance relative to a performance index and ranges from 0% below Target performance, 100% at Target performance and 200% at Maximum performance. The number of shares reflected on this filing represents the Target Award.

(3) On August 1, 2013, the reporting person was granted a restricted stock unit award that vests in equal annual installments on August 1, 2014, 2015 and 2016.

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

(5) On August 2, 2012, the reporting person was granted performance units. Of the 2,711 Target shares eligible to be earned based on the Issuer's total shareholder return for the performance period ended March 31, 2015, the reporting person actually earned 100.0%, or 2,711 shares. The Compensation Committee certified the achievement of the performance goal on May 20, 2015.

(6) On August 1, 2013, the reporting person was granted 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, 2015, the reporting person actually earned 116.7%, or 3,146 shares. The Compensation Committee certified the achievement of the performance goal on May 20, 2015.

(7) Options vest and become exercisable in equal annual installments on May 4, 2015 and 2016.

(8) Shares acquired on the vesting of 2,711 and 2,696 restricted stock units on 8/2/2014 and 8/1/2014, respectively, and on the vesting of 5,857 performance units on 3/31/2015 (issued on 5/20/2015).

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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