

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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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 *
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

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 Ownership (Instr. 4)
			Code	V Amount (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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SEC 1474 (9-02)

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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