

Thermon Group Holdings, Inc.
 Form 4
 May 22, 2013

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)
05/22/2013

____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	05/22/2013		M	10,000 A \$ 5.2	10,000	D	
Common Stock ⁽¹⁾	05/22/2013		S	10,000 D \$ 20.02 ⁽²⁾	0	D	
Common Stock ⁽³⁾					8,132	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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Option (Right to Buy)	\$ 5.2	05/22/2013		M	10,000	05/04/2011 ⁽⁴⁾	10/20/2020	Common Stock	10
Stock Option (Right to Buy)	\$ 9.82					05/04/2011 ⁽⁴⁾	03/01/2021	Common Stock	23
Stock Option (Right to Buy)	\$ 12					05/04/2012 ⁽⁵⁾	05/04/2021	Common Stock	5
Performance Units	\$ 0					⁽⁶⁾	⁽⁶⁾	Common Stock	8

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
Date: 05/22/2013

**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) Transactions pursuant to a Rule 10b5-1 Plan.
- (2)

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This represents the weighted average sale price. Reporting person will, upon request, supply the SEC Staff, the Issuer or a securityholder of the Issuer full information regarding the number of shares sold at each separate price.

- (3) On August 2, 2012, the reporting person was granted 8,132 restricted stock units which vest in equal annual installments on each of the first, second and third anniversaries of the grant date.
- (4) Options vested and became fully exercisable in connection with the Issuer's initial public offering.
- (5) Options vest in five equal annual installments beginning on May 4, 2012.

On August 2, 2012, the reporting person was granted a performance unit award of 8,132 shares, which will vest in annual installments on March 31, 2013, March 31, 2014 and March 31, 2015 only upon the Issuer's achievement of predetermined total shareholder return goals.

- (6) The number of shares reflected on this filing represents the target award. The actual number of shares that may vest depends on the Issuer's actual performance relative to its peer group and ranges from 0% below threshold, 50% at threshold, 100% at target and 200% at maximum performance.

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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