

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

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
BINGHAM RODNEY L

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)
President & CEO

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 (D) Price | | | |
| Common Stock | 05/19/2014 | | M | (1) 6,123 A \$ 0 | 12,327 | D | |
| Common Stock | 05/19/2014 | | F | (2) 1,655 D \$ 22.9 | 10,672 | D | |
| Common Stock | | | | | 91,917 | I | by R/S Bingham Family Limited Partnership |

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

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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)

| 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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Units | \$ 0 | 05/19/2014 ⁽³⁾ | | M | 4,647 (3) | (3) | (3) | Common Stock | 2,323 (3) |
| Performance Units | \$ 0 | 05/19/2014 ⁽⁴⁾ | | M | 4,562 (4) | (4) | (4) | Common Stock | 3,800 (4) |
| Stock Option (Right to Buy) | \$ 12 | | | | | (5) | 05/04/2021 | Common Stock | 6,000 |
| Restricted Stock Units | \$ 0 | | | | | (6) | (6) | Common Stock | 9,294 |
| Restricted Stock Units | \$ 0 | | | | | (7) | (7) | Common Stock | 13,688 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BINGHAM RODNEY L 100 THERMON DRIVE SAN MARCOS, TX 78666 | | | President & CEO | |

Signatures

/s/ Rodney Bingham 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 13,941 performance units. Of the 4,647 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) 2,323 shares. The Compensation Committee certified the achievement of the performance goal on May 19, 2014. The remaining 4,647 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 13,688 performance units. Of the 4,562 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) 3,800 shares. The Compensation Committee certified the achievement of the performance goal on May 19, 2014. The remaining 9,126 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 vest in equal annual installments on May 4, 2014, 2015 and 2016.

(6) 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.

(7) 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.

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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