

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 *
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)
07/31/2014

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 (A) or (D) Price		
Common Stock <u>(7)</u>	08/01/2014 ⁽⁷⁾		M		21,687 ⁽⁷⁾ \$ 0	D	
Common Stock <u>(8)</u>	08/01/2014		F ⁽⁸⁾		5,918 ⁽⁸⁾ \$ 23.85 ⁽⁸⁾	D	
Common Stock					91,917	I	by R/S Bingham Family Limited Partnership

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

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(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0	07/31/2014		A	5,013	(1)	(1)	Common Stock
Performance Units	\$ 0	07/31/2014		A	9,567 (2)	(2)	(2)	Common Stock
Restricted Stock Units	\$ 0	08/01/2014		M	4,562	(3)	(3)	Common Stock
Restricted Stock Units	\$ 0	08/02/2014		M	4,647	(4)	(4)	Common Stock
Performance Units	\$ 0	05/20/2015		M	4,647 (5)	(5)	(5)	Common Stock
Performance Units	\$ 0	08/01/2014		M	4,563 (6)	(6)	(6)	Common Stock
Restricted Stock Units	\$ 0	03/31/2015		M	2,506	(1)	(1)	Common Stock
Stock Options (Right to Buy)	\$ 12					05/04/2014 ⁽⁹⁾	05/04/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BINGHAM RODNEY L 100 THERMON DRIVE	X		President & CEO	

SAN MARCOS, TX 78666

Signatures

/s/ Rodney Bingham 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 installments on March 31, 2015 and 2016.

(2) On July 31, 2014, the reporting person was granted 9,567 performance units which will vest in equal installments on March 31, 2015 and 2016. 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, 2015 and 2016.

(4) On August 2, 2012, the reporting person was granted a restricted stock unit award that vested on August 2, 2015.

(5) On August 2, 2012, the reporting person was granted 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, 2015, the reporting person actually earned 100.0%, or 4,647 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 4,563 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 5,325 shares. The Compensation Committee certified the achievement of the performance goal on May 20, 2015.

(7) Shares acquired on the vesting of 4,647, 4,562 and 2,506 restricted stock units on 8/2/2014, 8/1/2014 and 3/31/2015, respectively and on the vesting of 9,972 performance units on 3/31/2015.

(8) 1,247, 1,270, 1,270, 1,456 and 675 shares withheld for payment of tax liability on 8/1/2014, 8/2/2014, 5/20/2015, 5/20/2015 and 3/31/2015, respectively. The price represents the weighted average market closing price of the shares on the date of vest.

(9) Options vest in equal annual installments on May 4, 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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