

Reitler Eric
Form 4
August 01, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Reitler Eric

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)
07/30/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP - Global Sales

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 (A) or (D) Price			
Common Stock	07/30/2017		M	1,377 A \$ 0	7,910	D	
Common Stock	07/30/2017		F(1)	376 D \$ 18.14	7,534	D	
Common Stock	07/31/2017		M	456 A \$ 0	7,990	D	
Common Stock	07/31/2017		F(1)	124 D \$ 17.87	7,866	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)

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 (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 <u>(2)</u>	\$ 0	07/30/2017		M	1,377	07/30/2016 ⁽²⁾	07/30/2018 ⁽²⁾	Common Stock
Restricted Stock Units <u>(3)</u>	\$ 0	07/31/2017		M	456	07/31/2015 ⁽³⁾	07/31/2017 ⁽³⁾	Common Stock
Stock Option (Right to Buy) <u>(4)</u>	\$ 21.52					08/02/2013 ⁽⁴⁾	08/02/2022	Common Stock
Restricted Stock Units <u>(5)</u>	\$ 0					05/20/2017 ⁽⁵⁾	05/20/2019 ⁽²⁾	Common Stock
Performance Units <u>(6)</u>	\$ 0					03/31/2019 ⁽⁶⁾	03/31/2019 ⁽⁶⁾	Common Stock
Stock Option (Right to Buy) <u>(7)</u>	\$ 12					05/04/2012 ⁽⁷⁾	05/04/2021	Common Stock
Performance Units <u>(8)</u>	\$ 0					03/31/2020 ⁽⁸⁾	03/31/2020 ⁽⁸⁾	Common Stock
Performance Units <u>(9)</u>	\$ 0					03/31/2019 ⁽⁹⁾	03/31/2019 ⁽⁹⁾	Common Stock
Restricted Stock Units <u>(10)</u>	\$ 0					06/19/2018 ⁽¹⁰⁾	06/19/2020 ⁽¹⁰⁾	Common Stock
Performance Units <u>(11)</u>	\$ 0					03/31/2020 ⁽¹¹⁾	03/31/2020 ⁽¹¹⁾	Common Stock

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- (11) On June 19, 2017, the reporting person was granted a performance unit award vesting on March 31, 2020, subject to the Issuer's relative total shareholder return goals as further specified in the equity award agreement. The number of shares reflected in this filing represents unvested performance units at the target performance level. The actual number of shares that may vest ranges from zero to 200% of the target number of shares.
- (12) On July 30, 2015, the reporting person was granted a performance unit award vesting on March 31, 2018, subject to the Issuer's relative total shareholder return goals as further specified in the equity award agreement. The number of shares reflected in this filing represents unvested performance units at the target performance level. The actual number of shares that may vest ranges from zero to 200% of the target number of shares.

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