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

FORM 4

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

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

OMB APPROVAL	
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(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)	3. Date of Earliest Transaction (Month/Day/Year)	_____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below)
100 THERMON DRIVE	05/19/2014	President & CEO

(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
SAN MARCOS, TX 78666		
(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	05/19/2014		M		6,123 (1)	A	$ 0	12,327	D	
Common Stock	05/19/2014		F		1,655 (2)	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.

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.

(3)   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 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%.

(4)   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 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.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.