

Thermon Group Holdings, Inc.

Form 4

August 20, 2013

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 *

VAN DER SALM JOHANNES
RENE

(Last) (First) (Middle)

100 THERMON DRIVE

(Street)

SAN MARCOS, TX 78666

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

Thermon Group Holdings, Inc.
[THR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP - Global Operations

3. Date of Earliest Transaction
(Month/Day/Year)

08/19/2013

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**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)
Common Stock ⁽¹⁾	08/19/2013		M	12,500	A \$ 5.2	174,513	D
Common Stock ⁽¹⁾	08/19/2013		S	12,500	D \$ ⁽²⁾ 19.43	162,013	D

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

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information contained in this form are not
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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)	8. An or Nu of
Stock Option (Right to Buy)	\$ 5.2	08/19/2013		M	12,500	05/04/2011 ⁽³⁾ 10/20/2020	Common Stock	12
Stock Option (Right to Buy)	\$ 12					05/04/2012 ⁽⁴⁾ 05/04/2021	Common Stock	5
Performance Units	\$ 0					⁽⁵⁾ ⁽⁵⁾	Common Stock	5
Restricted Stock Units	\$ 0					⁽⁶⁾ ⁽⁶⁾	Common Stock	5
Performance Units	\$ 0					⁽⁷⁾ ⁽⁷⁾	Common Stock	8
Restricted Stock Units	\$ 0					⁽⁸⁾ ⁽⁸⁾	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VAN DER SALM JOHANNES RENE 100 THERMON DRIVE SAN MARCOS, TX 78666	SVP - Global Operations

Signatures

/s/ Johannes vanderSalm by Sarah Alexander as attorney in fact
 08/20/2013
 **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.

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- (2) This represents the weighted average sale price. Reporting person will, upon request, supply the Issuer, the SEC Staff or a securityholder of the Issuer with full information regarding the number of shares sold at each separate price.
- (3) Options vested and became fully exercisable in connection with the Issuer's initial public offering.
- (4) 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, which vests in annual installments on March 31, 2014 and March 31, 2015. The number of shares reflected in this filing represents the Target Award. The actual number of shares that may vest depends on the Issuer's total shareholder return performance relative to its peer group and ranges from 0% below Threshold performance, 50% at Threshold performance, 100% at Target performance and 200% at Maximum performance.
- (5)

- 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.
- (6)

- On August 1, 2013, the reporting person was granted a performance unit award, which vests in annual installments on March 31, 2014, 2015 and 2016. The number of shares reflected in this filing represents the Target Award. The actual number of shares that may vest depends on the Issuer's total shareholder return performance relative to its peer group and ranges from 0% below Threshold performance, 50% at Threshold performance, 100% at Target performance and 200% at Maximum performance.
- (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.
- (8)

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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