

Thermon Group Holdings, Inc.
Form 4
November 18, 2011

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PETERSON JAY

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)
11/16/2011

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Chief Financial Officer

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 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	11/16/2011		M	7,606	A \$ 5.2	7,606	D
Common Stock	11/16/2011		S	7,606	D \$ (1) 16.04	0	D
Common Stock	11/17/2011		M	10,010	A \$ 5.2	10,010	D
Common Stock	11/17/2011		S	10,010	D \$ (1) 15.58	0	D
	11/18/2011		M	2,716	A \$ 5.2	2,716	D

Edgar Filing: Thermon Group Holdings, Inc. - Form 4

Common
Stock

Common Stock	11/18/2011	S	2,716	D	\$ 15.59	0	D
					<u>(1)</u>		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Options (Right to Buy)	\$ 5.2	11/16/2011		M		7,606	05/04/2011 10/20/2020	Common Stock 7,606
Stock Options (Right to Buy)	\$ 5.2	11/17/2011		M		10,010	05/04/2011 10/20/2020	Common Stock 10,010
Stock Options (Right to Buy)	\$ 5.2	11/18/2011		M		2,716	05/04/2011 10/20/2020	Common Stock 2,716

Reporting Owners

Reporting Owner Name / Address	Relationships
PETERSON JAY 100 THERMON DRIVE SAN MARCOS, TX 78666	Director 10% Owner Officer Other Chief Financial Officer

Signatures

/s/ Sarah Alexander,
attorney-in-fact

11/18/2011

__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) Order was executed on a 'Not Held' basis and this is the weighted average sale price. Reporting person will, upon request, supply the SEC Staff, the Issuer, or a securityholder of the Issuer full information regarding the number of shares sold.

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.