

ALEXANDER GEORGE P
Form 4
August 06, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ALEXANDER GEORGE P

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)
08/02/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/02/2012		A ⁽¹⁾	13,941 A	\$ 0 13,941	D	
Common Stock					95,460	D	
Common Stock					95,460	I	by spouse, Bridget Alexander
Common Stock					95,460	I	by Self, as Trustee for the Bridget Alexander

Common Stock	95,460	I	Trust by the George Alexander Trust
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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 Amount of Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Performance Units	\$ 0	08/02/2012		A	13,941 <u>(2)</u>	<u>(2)</u>		<u>(2)</u>		Common Stock	
Stock Option (Right to Buy)	\$ 5.2					05/04/2011 ⁽³⁾		10/20/2020		Common Stock	31
Stock Option (Right to Buy)	\$ 12					<u>(4)</u>		05/04/2021		Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ALEXANDER GEORGE P 100 THERMON DRIVE SAN MARCOS, TX 78666	EVP - Global Sales

Signatures

/s/ George Alexander by Sarah Alexander as attorney-in-fact

08/06/2012

____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 August 2, 2012, the reporting person was granted 13,941 restricted stock units which vest in equal annual installments on each of the first, second and third anniversaries of the grant date.

On August 2, 2012, the reporting person was granted a performance unit award of 13,941 shares, which will vest in equal annual installments on March 31, 2013, March 31, 2014 and March 31, 2015 only upon the Issuer's achievement of predetermined total
- (2) shareholder return goals. The number of shares reflected on this filing reflects the target award. The actual number of shares that may vest depends on the Issuer's actual 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.
- (3) Options became fully vested and exercisable in connection with the Issuer's initial public offering.
- (4) Options vest in five equal annual installments, beginning on May 4, 2012.

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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