

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |          |   |  |  |  |  |  |
|---|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person *<br>ALEXANDER GEORGE P |         |          | 2. Issuer Name and Ticker or Trading Symbol<br>Thermon Group Holdings, Inc. [THR] |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>EVP - Global Sales |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/10/2012                    |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                         |  |  |
| 100 THERMON DRIVE   |         |          | 4. If Amendment, Date Original Filed (Month/Day/Year)                             |  |  |  |  |  |
| (Street)  | (City)  | (State)  | SAN MARCOS, TX 78666  |  |  |  |  |  |

**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 (1)                | 12/10/2012                           |  | M                              |   | 1,903   | A          | \$ 5.20      | 97,363  | D  |   |
| Common Stock (1)                | 12/10/2012                           |  | M                              |   | 2,000   | A          | \$ 12        | 99,363  | D  |   |
| Common Stock (1)                | 12/10/2012                           |  | S                              |   | 10,898  | D          | \$ 23.78 (2) | 88,465  | D  |   |
| Common Stock (1)                | 12/10/2012                           |  | S                              |   | 6,995   | D          | \$ 23.78 (2) | 88,465  | I  | by Bridget Alexander, spouse                          |
| Common Stock (1)                | 12/10/2012                           |  | S                              |   | 6,995   | D          | \$ 23.78 (2) | 88,465  | I  | by Self, as Trustee for the Bridget Alexander Trust   |
| Common Stock (1)                | 12/10/2012                           |  | S                              |   | 5,109   | D          | \$ 23.78 (2) | 90,351  | I  | by the George Alexander Trust                         |
| Common Stock (3)                |                                      |  |                                |   |   |            |              | 13,941  | D  |   |

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

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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 Securities (Instr. 3 and 4) |                 | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|------------|---|-----------------|--|--|--|--|
|  |  |                                      |  | Code                           | V |   | (A)  | (D)        | Date Exercisable  | Expiration Date |  |  |  |  |
| Stock Option (Right to Buy)                | \$ 5.20  | 12/10/2012                           |  | M                              |   | 1,903   | 05/04/2011 (4)   | 10/20/2010 | Common Stock  | 1,903           | \$ 0                                       | 0  | D  |  |
| Stock Option (Right to Buy)                | \$ 12  | 12/10/2012                           |  | M                              |   | 2,000   | (5)  | 05/04/2021 | Common Stock  | 2,000           | \$ 0                                       | 8,000  | D  |  |
| Performance Units                          | \$ 0   |                                      |  |                                |   |   | (6)  | (6)        | Common Stock  | 13,941 (6)      |  | 13,941   | D  |  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                |               |           |         |       |

|   |  |  |                    |  |
|---|--|--|--------------------|--|
| ALEXANDER GEORGE P<br>100 THERMON DRIVE<br>SAN MARCOS, TX 78666 |  |  | EVP - Global Sales |  |
|---|--|--|--------------------|--|

## Signatures

|  |  |                                   |
|--|--|-----------------------------------|
| /s/ George Alexander, by Sarah Alexander as attorney-in-fact<br><small>Signature of Reporting Person</small> |  | 12/11/2012<br><small>Date</small> |
|--|--|-----------------------------------|

## 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.

(2) This represents 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 at each separate price.

(3) 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.

(4) Options became fully vested and exercisable in connection with the Issuer's initial public offering.

(5) On May 4, 2011, the reporting person was granted 10,000 stock options, which vest and become exercisable in equal annual installments on each of the first, second, third, fourth and fifth anniversaries of the grant date.

(6) On August 2, 2012, the reporting person was granted a performance unit award of 13,941 shares, which will vest in annual installments on March 31, 2013, March 31, 2014 and March 31, 2015 only upon the Issuer's achievement of predetermined total shareholder return goals. The number of shares reflected on this filing represents 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.

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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