FORM	4
Check this box	if no

Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

## 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 Pe ALEXANDER GEORGE P	2. Issuer Name <b>and</b> Ticker or Trading Symbol Thermon Group Holdings, Inc. [THR]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) (First) 100 THERMON DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 04/08/2013						X Officer (give title below) Other (specify below) EVP - Global Sales						
(Street) SAN MARCOS, TX 78666	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						
(City) (State)	Table I - Non-Derivative Securities Acqui						uired, Di	aired, 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)	(Instr. 8)		(A) or Dispose		l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amoun	(A) or (D)	Price					or Indirect (I) (Instr. 4)	
Common Stock (1)	04/08/2013		S		8,042	D	\$ 20.98 ( <u>2)</u>	56,294	56,294			D	
Common Stock (1)	04/08/2013		S		8,042	D	\$ 20.98 ( <u>2</u> )	56,294	56,294			I	by spouse
Common Stock (1)	04/08/2013		S		8,042	D	\$ 20.98 (2)	56,294			Ι	by Self, as Trustee for the Bridget Alexander Trust	
Common Stock (1)	04/08/2013		s		5,874	D	\$ 20.98 <u>(2)</u>	66,855			I	by the George Alexander Trust	
Common Stock (3)								13,941				D	
Reminder: Report on a separate line fo	Table II -	Derivative Securi	ties Acqu	Pers in th disp uired, D	sons wh nis form plays a d	are no current	ot requin ly valid eneficial	red to re OMB co	spond ontrol n	f informati unless the umber.		ined SEC	C 1474 (9-02)
1. Title of 2. 3. Transac	ction 3A. Deemed		Number	6. Date	Exercisal		7.	. Title and		8. Price of			11. Natu
Derivative Conversion Date Security or Exercise (Month/D (Instr. 3) Price of Derivative Security		ear) (Instr. 8) See Ac (A Dia of (In		Expiration Date (Month/Day/Year)		ay/Year) Ui Se		mount of inderlying ecurities nstr. 3 and		Derivative Security (Instr. 5)	Derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	ly Deriva Securi Direct or Ind	ative Owners (ty: (Instr. 4 (D) irect
				Date Exercisa	able	Expirat Date	ion T	itle	Amount or Number of				

(Right to Buy)	\$ 12				05/04/2013(4)	05/04/2021
Performance Units	\$ 0				<u>(5)</u>	<u>(5)</u>
Reportin	ng Ow	ners				

Code

V (A) (D)

Shares

8,000

(5)

8,000

13,941

D

D

Common

Stock

Stock

Common 13,941

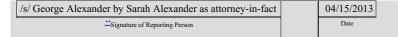
05/04/2013<mark>(4)</mark> 05/04/2021

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

## Signatures

Stock Option

\$ 12



## **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.

performance and 200% at maximum performance.

- (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 vest in equal annual installments on May 4, 2013, 2014, 2015 and 2016.
- 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

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.