

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 BINGHAM RODNEY L		2. Issuer Name and Ticker or Trading Symbol Thermon Group Holdings, Inc. [THR]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2014		
100 THERMON DRIVE			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
SAN MARCOS, TX 78666					
(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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock (7)	08/01/2014(7)		M		21,687 (7)	A	\$ 0	32,359	D	
Common Stock (8)	08/01/2014		F(8)		5,918 (8)	D	\$ 23.85 (8)	26,441	D	
Common Stock								91,917	I	by R/S Bingham Family Limited Partnership

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	Title	Amount or Number of Shares				
Restricted Stock Units	\$ 0	07/31/2014		A		5,013		(1)	(1)	Common Stock	5,013	\$ 0	5,013	D	
Performance Units	\$ 0	07/31/2014		A		9,567 (2)		(2)	(2)	Common Stock	9,567 (2)	\$ 0	9,567 (2)	D	
Restricted Stock Units	\$ 0	08/01/2014		M		4,562		(3)	(3)	Common Stock	4,562	\$ 0	9,126	D	
Restricted Stock Units	\$ 0	08/02/2014		M		4,647		(4)	(4)	Common Stock	4,647	\$ 0	4,647	D	
Performance Units	\$ 0	05/20/2015		M		4,647 (5)		(5)	(5)	Common Stock	4,647 (5)	\$ 0	0	D	
Performance Units	\$ 0	08/01/2014		M		4,563 (6)		(6)	(6)	Common Stock	5,325 (6)	\$ 0	4,563 (6)	D	
Restricted Stock Units	\$ 0	03/31/2015		M		2,506		(1)	(1)	Common Stock	2,506	\$ 0	2,507	D	
Stock Options (Right to Buy)	\$ 12							05/04/2014(9)	05/04/2021	Common Stock	6,000		6,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BINGHAM RODNEY L 100 THERMON DRIVE SAN MARCOS, TX 78666	X		President & CEO	

