# FORM 4

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

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Check this doc it has longer subject to Section 16. Form 4 or Form 5 obligations may 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 Respons	ses)											
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)  X Director 10% Owner			
100 THERMON D	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2014						X Officer (give title below) Other (specify below)  President & CEO					
SAN MARCOS, T	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 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)	(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)	Ownership Form:	Beneficial	
				Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
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	a separate line for each	class of securities be	eneficially owned dir	·	Pers	ons wh	are no	t requir	the collection of information cored to respond unless the form of trol number.		EC 1474 (9-02)	
		Table II	- Derivative Securit (e.g., puts, calls, w	ties Acquire	ed, Di	isposed o	f, or Bo	eneficiall				
1. Title of 2. Derivative Conve	3. Transaction	3A. Deemed Execution Date.		umber of 6	. Date		able and	i	7. Title and 8. Price of 9. Nu Amount of Derivative Deriv		11. Natu	

	2. Conversion or Exercise Price of Derivative Security		Execution Date, if Transaction Derivative Expira		6. Date Exercisa Expiration Date (Month/Day/Yea		Amount of Underlying		8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Restricted Stock Units	\$ 0	07/31/2014		A		5,013		<u>(1)</u>	<u>(1)</u>	Common Stock	5,013	\$ 0	5,013	D	
Performance Units	\$ 0	07/31/2014		A		9,567 (2)		<u>(2)</u>	<u>(2)</u>	Common Stock	9,567 (2)	\$ 0	9,567 (2)	D	
Restricted Stock Units	\$ 0	08/01/2014		M			4,562	<u>(3)</u>	(3)	Common Stock	4,562	\$ 0	9,126	D	
Restricted Stock Units	\$ 0	08/02/2014		M			4,647	<u>(4)</u>	<u>(4)</u>	Common Stock	4,647	\$ 0	4,647	D	
Performance Units	\$ 0	05/20/2015		M			4,647 ( <u>5</u> )	<u>(5)</u>	<u>(5)</u>	Common Stock	4,647 (5)	\$ 0	0	D	
Performance Units	\$ 0	08/01/2014		M			4,563 (6)	<u>(6)</u>	<u>(6)</u>	Common Stock	5,325 (6)	\$ 0	4,563 <u>(6)</u>	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 <sup>(9)</sup>	05/04/2021	Common Stock	6,000		6,000	D	

## **Reporting Owners**

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

### **Signatures**

/s/ Rodney Bingham by Sarah Alexander as attorney-in-fact	06/05/2015
**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 July 31, 2014, the reporting person was granted a restricted stock unit award that vests in equal installments on March 31, 2015 and 2016.
- On July 31, 2014, the reporting person was granted 9,567 performance units which will vest in equal installments on March 31, 2015 and 2016. The underlying shares will only be earned if and to the extent that the Issuer achieves certain predetermined total shareholder return goals for the performance period beginning July 31, 2014 through March 31, 2017. No shares will be
- (2) earned or issued in settlement of the award until the full performance period has elapsed. The actual number of shares that may vest depends on the Issuer's total shareholder return performance relative to a performance index and ranges from 0% below Target performance, 100% at Target performance and 200% at Maximum performance. The number of shares reflected on this filing represents the Target Award.
- (3) On August 1, 2013, the reporting person was granted a restricted stock unit award that vests in equal annual installments on August 1, 2015 and 2016.
- (4) On August 2, 2012, the reporting person was granted a restricted stock unit award that vested on August 2, 2015.
- On August 2, 2012, the reporting person was granted performance units. Of the 4,647 Target shares eligible to be earned based on the Issuer's total shareholder return for the performance (5) period ended March 31, 2015, the reporting person actually earned 100.0%, or 4,647 shares. The Compensation Committee certified the achievement of the performance goal on May 20, 2015
- On August 1, 2013, the reporting person was granted performance units. Of the 4,563 Target shares eligible to be earned based on the Issuer's total shareholder return for the performance (6) period ended March 31, 2015, the reporting person actually earned 116.7%, or 5,325 shares. The Compensation Committee certified the achievement of the performance goal on May 20, 2015.
- (7) Shares acquired on the vesting of 4,647, 4,562 and 2,506 restricted stock units on 8/2/2014, 8/1/2014 and 3/31/2015, respectively and on the vesting of 9,972 performance units on 3/31/2015.
- (8) 1,247, 1,270, 1,270, 1,456 and 675 shares withheld for payment of tax liability on 8/1/2014, 8/2/2014, 5/20/2015, 5/20/2015 and 3/31/2015, respectively. The price represents the weighted average market closing price of the shares on the date of vest.
- (9) Options vest in equal annual installments on May 4, 2014, 2015 and 2016.

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.