

# 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 * 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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ EVP - Global Sales			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/02/2012			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			
100 THERMON DRIVE			4. If Amendment, Date Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
SAN MARCOS, TX 78666									

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)	08/22/2012		M		29,518	A	\$ 5.20	124,978	D	
Common Stock (1)	08/22/2012		S		29,518	D	\$ 23.03 (2)	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 Trust
Common Stock								95,460	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		Date Exercisable	Expiration Date						
Stock Option (Right to Buy)	\$ 5.20	08/22/2012		M		29,518	05/04/2011 (4)	10/20/2020	Common Stock	29,518	\$ 0	1,903	D	
Stock Option (Right to Buy)	\$ 12						(5)	05/04/2021	Common Stock	10,000		10,000	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 100 THERMON DRIVE SAN MARCOS, TX 78666			EVP - Global Sales	
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## Signatures

/s/ George Alexander, by Sarah Alexander as attorney-in-fact		08/24/2012
<small>Signature of Reporting Person</small>		<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) Options vest in five equal annual installments, beginning on May 4, 2012.

(6) 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 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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