

Thermon Group Holdings, Inc.  
 Form 4  
 November 18, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PETERSON JAY**

2. Issuer Name and Ticker or Trading Symbol  
 Thermon Group Holdings, Inc.  
 [THR]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 100 THERMON DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/16/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

SAN MARCOS, TX 78666

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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                    | 11/16/2011                           |  | M                              | 7,606 A \$ 5.2  | 7,606   | D  |   |
| Common Stock                    | 11/16/2011                           |  | S                              | 7,606 D \$ 16.04 (1)  | 0   | D  |   |
| Common Stock                    | 11/17/2011                           |  | M                              | 10,010 A \$ 5.2   | 10,010  | D  |   |
| Common Stock                    | 11/17/2011                           |  | S                              | 10,010 D \$ 15.58 (1)   | 0   | D  |   |
|                                 | 11/18/2011                           |  | M                              | 2,716 A \$ 5.2  | 2,716   | D  |   |

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Common  
Stock

|                 |            |  |   |       |   |             |   |  |   |
|-----------------|------------|--|---|-------|---|-------------|---|--|---|
| Common<br>Stock | 11/18/2011 |  | S | 2,716 | D | \$<br>15.59 | 0 |  | D |
|                 |            |  |   |       |   | <u>(1)</u>  |   |  |   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Stock Options (Right to Buy)               | \$ 5.2   | 11/16/2011                           |  | M                              | 7,606   | 05/04/2011 10/20/2020                                    | Common Stock  | 7,606                      |                            |
| Stock Options (Right to Buy)               | \$ 5.2   | 11/17/2011                           |  | M                              | 10,010  | 05/04/2011 10/20/2020                                    | Common Stock  | 10,010                     |                            |
| Stock Options (Right to Buy)               | \$ 5.2   | 11/18/2011                           |  | M                              | 2,716   | 05/04/2011 10/20/2020                                    | Common Stock  | 2,716                      |                            |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| PETERSON JAY<br>100 THERMON DRIVE<br>SAN MARCOS, TX 78666 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Sarah Alexander,  
attorney-in-fact

11/18/2011

\_\_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) Order was executed on a 'Not Held' basis and this is 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.

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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