

STAR JAMES A
Form 4
May 10, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Crown Investment Series LLC-Series 4

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)
222 N. LASALLE STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2011

____ Director
____ Officer (give title below) Other (specify below)
10% Owner
10% group member

CHICAGO, IL 60601

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|------------------|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 05/11/2011 | | S | V | 72,177 | D | \$ 11.16 | 2,766,589 | D ⁽¹⁾ |
| Common Stock | 05/11/2011 | | S | V | 46,526 | D | \$ 11.16 | 97,818 | D ⁽²⁾ |

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

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SEC 1474
(9-02)

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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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| Crown Investment Series LLC-Series 4 222 N. LASALLE STREET CHICAGO, IL 60601 | | | | 10% group member |
| Star Investment Series LLC-Series 1 222 N. LASALLE STREET CHICAGO, IL 60601 | | | | 10% group member |
| STAR JAMES A 222 N. LASALLE STREET CHICAGO, IL 60601 | | | | 10% group member |

Signatures

| | | |
|--|---------------------------------|------------|
| Crown Investment Series LLC-Series 4, By: Longview Asset Management LLC, its Manager, By: /s/ James A. Star, President | **Signature of Reporting Person | 05/10/2011 |
| | | Date |
| Star Investment Series LLC-Series 1, By: /s/ James A. Star, its Manager | **Signature of Reporting Person | 05/10/2011 |
| | | Date |
| /s/ James A. Star | **Signature of Reporting Person | 05/10/2011 |
| | | 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) Shares held by Crown Investment Series LLC-Series 4 ("Crown"). Longview Asset Management LLC ("Longview") is the manager of Crown and holds voting and investment power over the shares of stock held by Crown. James A. Star is the President of Longview. Each of Mr. Star and Longview disclaims beneficial ownership of the shares of the Issuer held by Crown, except to the extent of a pecuniary

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interest therein.

- (2) Shares held directly by Star Investment Series LLC-Series 1 ("Star Investment") and indirectly by James A. Star who exercises sole voting and dispositive powers with respect to the shares of the Issuer held by Star Investment.

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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