ANDERSON RICHARD W
Form 4
January 07, 2019

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSON RICHARD W

(Last) (First) (Middle)

C/O TEMPUR SEALY INTERNATIONAL, INC., 1000 TEMPUR WAY

(Street)

LEXINGTON, KY 40511

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TEMPUR SEALY INTERNATIONAL, INC. [TPX]

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & President, North America

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

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	01/05/2019		M		3,507	A	(1)	67,664	D	
Common Stock	01/05/2019		F		1,610	D	$ 42.21	66,054	D	
Common Stock	01/05/2019		M		3,903	A	(1)	69,957	D	
Common Stock	01/05/2019		F		1,960	D	$ 42.21	67,997	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	01/05/2019		M			3,507	(2)	(2)	Common Stock	3,507
Restricted Stock Units	$ 0 (1)	01/05/2019		M			3,903	(3)	(3)	Common Stock	3,903
Restricted Stock Units	$ 0 (1)	01/04/2019		A		33,760		(4)	(4)	Common Stock	33,760

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON RICHARD W C/O TEMPUR SEALY INTERNATIONAL, INC. 1000 TEMPUR WAY LEXINGTON, KY 40511			EVP & President, North America	

Signatures

/s/ William H. Dorton, Attorney-in-Fact	01/07/2019
**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) Restricted stock units convert into common stock on a one-for-one basis.

(2) On January 5, 2017, the reporting person was granted 14,029 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.

(3) On January 5, 2018, the reporting person was granted 15,612 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.

(4) On January 4, 2019, the reporting person was granted 33,760 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.

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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