

Rao Bhaskar
Form 4
January 07, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rao Bhaskar

(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 & Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/05/2019		M		720	A 11	13,298 D
Common Stock	01/05/2019		F		302	D \$ 42.21	12,996 D
Common Stock	01/05/2019		M		3,903	A 11	16,899 D
Common Stock	01/05/2019		F		1,831	D \$ 42.21	15,068 D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(1)	01/05/2019		M	720	(2) (2)	Common Stock 720
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
Rao Bhaskar C/O TEMPUR SEALY INTERNATIONAL, INC. 1000 TEMPUR WAY LEXINGTON, KY 40511	EVP & Chief Financial Officer

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.

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- (2) On January 5, 2017, the reporting person was granted 2,878 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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