

THOMPSON SCOTT L

Form 4

January 07, 2019

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

OMB APPROVAL

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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 \*  
THOMPSON SCOTT L

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
CEO & PRESIDENT

(Street)

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

LEXINGTON, KY 40511

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/05/2019                              |                                                             | M                        | 25,180 A                                                                   | 347,752                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 01/05/2019                              |                                                             | M                        | 28,023 A                                                                   | 375,775                                                                                                            | D                                                                    |                                                                   |

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  
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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Restricted Stock Units                     | (1)                                                    | 01/05/2019                           |                                                    | M                              | 25,180                                                                                  | (2) (2)                                                  | Common Stock 25,180                                           |
| Restricted Stock Units                     | \$ 0 (1)                                               | 01/05/2019                           |                                                    | M                              | 28,023                                                                                  | (3) (3)                                                  | Common Stock 28,023                                           |
| Restricted Stock Units                     | \$ 0 (1)                                               | 01/04/2019                           |                                                    | A                              | 236,911                                                                                 | (4) (4)                                                  | Common Stock 236,911                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |           |                 |       |
|----------------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                                    | Director      | 10% Owner | Officer         | Other |
| THOMPSON SCOTT L<br>C/O TEMPUR SEALY INTERNATIONAL, INC.<br>1000 TEMPUR WAY<br>LEXINGTON, KY 40511 | X             |           | CEO & PRESIDENT |       |

## 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 100,719 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 112,090 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 236,911 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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