

Dilsaver Evelyn S
Form 4
March 25, 2019

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 *
Dilsaver Evelyn S

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2019

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

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

(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 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	03/21/2019		M ⁽¹⁾		977	A	\$ 22.88	19,803	D	
Common Stock	03/21/2019		S ⁽²⁾		424	D	\$ 56.1	19,379	D	
Common Stock	03/21/2019		M ⁽¹⁾		189	A	\$ 33.33	19,568	D	
Common Stock	03/21/2019		S ⁽²⁾		121	D	\$ 56.1	19,447	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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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			6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Fair Value of Derivative Security (Instr. 3)		
					Acquired (A)	Disposed of (D)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	\$ 22.88	03/21/2019		M		977		⁽³⁾	12/17/2019	Common Stock	977	\$ 22.88
Stock Options (right to buy)	\$ 33.33	03/21/2019		M		189		⁽⁴⁾	05/04/2020	Common Stock	189	\$ 33.33

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dilsaver Evelyn S
C/O TEMPUR SEALY INTERNATIONAL, INC.
1000 TEMPUR WAY
LEXINGTON, KY 40511

X

Signatures

/s/ William H. Dorton, Attorney
in Fact

03/25/2019

 **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) The conversion of the stock options reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 20, 2019.
- (2) The sales of the common stock reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 20, 2019.
- (3) These stock options vested on May 4, 2010, the date of the 2010 Annual Meeting of Stockholders.
- (4) These stock options vested in four equal installments on the following dates: July 31, 2010, October 31, 2010, January 31, 2011 and April 30, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.