#### Edgar Filing: TEMPUR SEALY INTERNATIONAL, INC. - Form 4

TEMPUR SEALY INTERNATIONAL, INC. Form 4 February 23, 2016 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MONTGOMERY DAVID Issuer Symbol TEMPUR SEALY (Check all applicable) INTERNATIONAL, INC. [TPX] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_Officer (give title (Month/Day/Year) below) below) C/O TEMPUR SEALY 02/19/2016 EVP & President, International INTERNATIONAL, INC., 1000 TEMPUR WAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting LEXINGTON, KY 40511 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of 6. Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial anv (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common \$ 02/19/2016 368,260 D Μ 83,333 А Stock 13.47 \$ Common S 02/19/2016 21.511 D 54.68 346,749 D Stock (1)Common 5.282 02/19/2016 Α Α \$0 352,031 D (2)Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number of		6. Date Exercisable and		7. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative			Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Acquired (A)					(	
	Derivative			or Disposed of						
	Security			(D)						
					(Instr. 3, 4,					
					and 5)					
										Amount
							Date	Expiration		or
							Exercisable	Date	Title	Number
				Code V	(A)	(D)	2.1010104010	Duit		of Shares
					()	(-)				
Stock	\$ 13.47	02/19/2016		М		83,333	(3)	06/28/2016	Common	83,333
Options	φ 13.47	02/19/2010		141		05,555	<u>(-)</u>	00/20/2010	Stock	05,555

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner Officer		Other		
MONTGOMERY DAVID C/O TEMPUR SEALY INTERNATIONAL, INC. 1000 TEMPUR WAY LEXINGTON, KY 40511 Signatures			EVP & President, International			
Orginatares						

Bhaskar Rao, 02/23/2016 Attorney-in-Fact

\*\*Signature of Reporting Person

# **Explanation of Responses:**

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This price is the weighted average sales price for the transactions on this line. The price for the transactions reported on this line range (1) from \$54.24 to \$55.22. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

Represents the number of shares the reporting person earned on February 19, 2016 under a PRSU award granted on February 28, 2014, (2) covering a two-year performance period ending December 31, 2015.

These options vested and became exercisable in a series of installments. The first installment, which consisted of 25% of the aggregate number of options granted, vested on February 24, 2008. An additional 6.25% of the original aggregate number of options granted vested

(3) and became exercisable in a series of twelve successive equal quarterly installments beginning on May 24, 2008. The options covered by this grant have an expiration date of June 28, 2016.

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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