

TEMPUR SEALY INTERNATIONAL, INC.

Form 4

May 15, 2014

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

OMB APPROVAL

OMB
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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 *
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
SymbolTEMPUR SEALY
INTERNATIONAL, INC. [TPX]3. Date of Earliest Transaction
(Month/Day/Year)
05/13/20144. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
EVP, President North America6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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)
Common Stock	05/13/2014		M ⁽¹⁾	9,257 A \$ 6.14	40,915	D	
Common Stock	05/13/2014		S ⁽¹⁾	9,257 D \$ 55.03	31,658	D	
				(2)			

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

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information contained in this form are not
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(9-02)

number.

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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 6.14	05/13/2014		M	9,257	<u>(3)</u>	12/27/2019	Common Stock	9,257	

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

Bhaskar Rao,
Attorney-in-fact 05/15/2014

__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 shares were exercised and sold in open market transactions pursuant to a 10b5-1 trading plan adopted by the reporting person in accordance with Rule 10b5-1 of the Securities and Exchange Act of 1934, as amended.

Represents 9,257 shares sold by the reporting person at a weighted average market price of \$55.03 per share. The price for the transaction reported on this line range sold from \$55.00 to \$55.03. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a securities holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) These stock options vest in four equal annual installments beginning on February 27, 2010 and ending on February 27, 2013.

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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