

TEMPUR SEALY INTERNATIONAL, INC.

Form 4

June 01, 2015

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

OMB APPROVAL

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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 *
LUTHER JON 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)

410 OLD TOWNE LANE

(Street)

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

05/29/2015

☐ Director☐ 10% Owner

☐ Officer (give title
below)

☐ Other (specify
below)

JUNO BEACH, FL 33408

(City)

(State)

(Zip)

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

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)
Common Stock	05/29/2015		A	1,124 A	1,124	D	

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)**

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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 (right to buy)	\$ 59.59	05/29/2015		A		1,669		<u>(2)</u>	05/28/2025	Common Stock	1,669

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LUTHER JON L 410 OLD TOWNE LANE JUNO BEACH, FL 33408	X

Signatures

Bhaskar Rao,
Attorney-in-Fact

06/01/2015

**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).

- Each deferred stock unit represents the right to receive one share of common stock of the issuer at the end of the deferral period described below. The deferred stock units vest equally on the following dates: July 31, 2015, October 31, 2015, January 31, 2016 and April 30, 2016. The vested shares will be delivered to the reporting person on May 29, 2018, unless an election is made by the reporting person to defer receipt of such shares to a later date.
- (1)
- (2) These options vest on the following dates with respect to the specified number of shares of common stock: July 31, 2015 - 418 shares; October 31, 2015 - 417 shares; January 31, 2016 - 417 shares; April 30, 2016 - 417 shares

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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