

TEMPUR SEALY INTERNATIONAL, INC.

Form 4

July 14, 2015

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MONTGOMERY DAVID

(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
Symbol

**TEMPUR SEALY
INTERNATIONAL, INC. [TPX]**

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP & President, International

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/10/2015		M	Amount 17,692 (A) (1)	Price \$ 13.47	302,619	D
Common Stock	07/10/2015		S	Amount 17,692 (D) (1)	Price \$ 70.01 (2)	284,927	D
Common Stock	07/13/2015		M	Amount 32,308 (A) (1)	Price \$ 13.47	317,235	D
Common Stock	07/13/2015		S	Amount 32,308 (D) (1)	Price \$ 70.24	284,927	D

(3)

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

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(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)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 13.47	07/10/2015		M		17,692		<u>(4)</u>	06/28/2016	Common Stock	17,692
Stock Options	\$ 13.47	07/13/2015		M		32,308		<u>(4)</u>	06/28/2016	Common Stock	32,308

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MONTGOMERY DAVID
C/O TEMPUR SEALY INTERNATIONAL, INC.
1000 TEMPUR WAY
LEXINGTON, KY 40511

EVP & President, International

Signatures

Bhaskar Rao,
Attorney-in-Fact 07/14/2015

**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).

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

(2)

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Represents 17,692 shares sold by the reporting person at a weighted average market price of \$70.01 per share. The price for the transaction reported on this line range sold from \$70.00 to \$70.05. 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) Represents 32,308 shares sold by the reporting person at a weighted average market price of \$70.24 per share. The price for the transaction reported on this line range sold from \$70.03 to \$70.53. 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.

- (4) 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 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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