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TEMPUR SEALY INTERNATIONAL, INC.

Form 4 May 05, 2016

FORM 4

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 5 obligations may continue.

See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Rogers Lawrence J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

TEMPUR SEALY

(Check all applicable)

(Last) (First) (Middle) INTERNATIONAL, INC. [TPX] 3. Date of Earliest Transaction

_X__ Director 10% Owner Officer (give title Other (specify

(Zip)

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

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

05/04/2016

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non-Desiration Consulting Associated Discount of an Desirability Consulting

LEXINGTON, KY 40511

(City)

(011)	(State)	Table	e I - Non-D	erivative	Secur	ities Acqi	ured, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/04/2016		M	1,326	A	\$ 52.87	24,465	D	
Common Stock	05/04/2016		M	1,653	A	\$ 59.82	26,118	D	
Common Stock	05/04/2016		F	2,850	D	\$ 62.21 (1)	23,268	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)

> 8. I De Sec (In

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. Transactic Code (Instr. 8)	5. Number coof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 52.87	05/04/2016		M	1,326	(2)	05/06/2024	Common Stock	1,326
Stock Options (right to buy)	\$ 59.82	05/04/2016		M	1,653	(3)	05/10/2025	Common Stock	1,653

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rogers Lawrence J C/O TEMPUR SEALY INTERNATIONAL, INC. 1000 TEMPUR WAY LEXINGTON, KY 40511

X

Signatures

Bhaskar Rao, Attorney-in-Fact 05/05/2016

**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)

Reporting Owners 2

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This price is the weighted average purchase price for the transactions on this line. The price for the transactions reported on this line range from \$62.21 to \$62.22. 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.

- (2) These options vested on the following dates with respect to the specified number of shares of common stock: July 31, 2014 332 shares; October 31, 2014 332 shares; January 31, 2015 331 shares; April 30, 2015 331 shares.
- (3) These options vested on the following dates with respect to the specified number of shares of common stock: July 31, 2015 414 shares; October 31, 2015 413 shares; January 31, 2016 413 shares; April 30, 2016 413 shares.

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.