### Edgar Filing: ANDERSON RICHARD W - Form 4

ANDERSO	N RICHARD W	7									
Form 4											
December 2											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL OMB 3235-0287 Number:			
Check th if no long subject to Section 1 Form 4 of Form 5 obligatio may com <i>See</i> Instr 1(b).	F CHAN Section 1 Public U	GES IN SECUR 6(a) of the tility Hole westment	January 31,Expires:2005Estimated averageburden hours perresponse0.5								
(Print or Type ]	Responses)										
				r Name <b>and</b> JR SEAL	Y		-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) UR SEALY FIONAL, INC., WAY	(Middle) 1000	3. Date of (Month/E 12/19/2	•	ansaction			Director X Officer (give below) EVP & Pres		Owner er (specify merica	
				endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
LEAINOIC	JN, KI 40311							Person			
(City)	(State)	(Zip)	Tabl	le I - Non-D	erivative S	Securi	ties Acq	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	n Date, if Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)			l of (D)	SecuritiesOwnershipIndirBeneficiallyForm: DirectBeneficiallyOwned(D) orOwned		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	12/19/2017			M <u>(1)</u>	24,345	А	\$ 37.05	78,236	D		
Common Stock	12/19/2017			S <u>(2)</u>	24,345	D	\$ 64.99 (3)	53,891	D		

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

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

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#### 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ivative Expiration Date urities (Month/Day/Year) uired (A) Disposed of tr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	\$ 37.05	12/19/2017		М	24,345	<u>(4)</u>	02/21/2023	Common Stock	24,345	

# **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							
/s/ Bhaskar Rao, Attorney-in-Fact	12/21/2017						
**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 conversion of the Stock Options into Common Shares reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading adopted by the reporting person on November 6, 2017.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 6, 2017.

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 \$64.90 to \$65.16, inclusive. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange

- (3) If our possible to possible the reporting person undertakes to provide, upon request by the start of the Securities and Exchange Commission, the issuer or any security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (4) These Stock Options vested in two annual installments, with options covering 12,173 shares of common stock vesting on February 22, 2014 and options covering 12,172 shares of common stock vesting on February 22, 2015.

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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