THOMPSON SCOTT L

Form 4

March 07, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading THOMPSON SCOTT L Issuer Symbol TEMPUR SEALY (Check all applicable) INTERNATIONAL, INC. [TPX]

_X__ Director (Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) C/O TEMPUR SEALY 03/05/2018 INTERNATIONAL, INC., 1000

10% Owner X_ Officer (give title Other (specify below) CEO & PRESIDENT

6. Individual or Joint/Group Filing(Check

TEMPUR WAY

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

LEXINGTON, KY 40511

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V Price Amount (D) Common 03/05/2018 D M 25,180 Α (1) 270,199 Stock Common 03/05/2018 F 9.858 D 260,341 D Stock

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

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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 of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
	y			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Restricted Stock Units	<u>(2)</u>	03/05/2018		A	100,719	, ,	(3)	(3)	Common Stock	100,7
Restricted Stock Units	(1)	03/05/2018		M		25,180	(3)	(3)	Common Stock	25,1

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

THOMPSON SCOTT L C/O TEMPUR SEALY INTERNATIONAL, INC. 1000 TEMPUR WAY LEXINGTON, KY 40511

X

CEO & PRESIDENT

Deletionship

Signatures

/s/ William H. Dorton, Attorney-in-Fact 03/07/2018

**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) Restricted stock units convert into common stock on a one-for-one basis.
- (2) Each restricted stock unit represents a contingent right to receive one share of Tempur Sealy International, Inc. common stock.
- On January 5, 2017, the reporting person was granted 100,719 restricted stock units subject to a performance condition, vesting in four annual installments beginning on the first anniversary of the grant date. On March 5, 2018, the Compensation Committee of the Board of Directors determined that the performance condition had been satisfied, and the award became subject only to time vesting restrictions.

Remarks:

Ex. 24 Power of Attorney

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.

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