

TEMPUR SEALY INTERNATIONAL, INC.
 Form 4
 March 04, 2016

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 *
HOFFMAN PETER K

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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/03/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

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

LEXINGTON, KY 40511

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/03/2016		M		15,850	A	\$ 19.03
Common Stock	03/03/2016		M		18,550	A	\$ 26.85
Common Stock	03/03/2016		M		2,644	A	\$ 33.33
Common Stock	03/03/2016		M		2,553	A	\$ 43.28
	03/03/2016		M		1,326	A	47,644

Common Stock \$ 52.87

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
Stock Options (right to buy)	\$ 19.03	03/03/2016		M	15,850	<u>(1)</u> 10/23/2016	Common Stock	15,850
Stock Options (right to buy)	\$ 26.85	03/03/2016		M	18,550	<u>(2)</u> 06/18/2017	Common Stock	18,550
Stock Options (right to buy)	\$ 33.33	03/03/2016		M	2,644	<u>(3)</u> 05/04/2020	Common Stock	2,644
Stock Options (right to buy)	\$ 43.28	03/03/2016		M	2,553	<u>(4)</u> 05/21/2023	Common Stock	2,553
Stock Options (right to buy)	\$ 52.87	03/03/2016		M	1,326	<u>(5)</u> 05/06/2024	Common Stock	1,326

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOFFMAN PETER K
C/O TEMPUR SEALY INTERNATIONAL, INC. X
1000 TEMPUR WAY
LEXINGTON, KY 40511

Signatures

/s/ Bhaskar Rao,
Attorney-in-fact 03/04/2016
**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) These options vested in four equal quarterly installments beginning on January 23, 2007 and ending on October 23, 2007.
- (2) These options vested in four equal installments on the following dates: July 31, 2007; October 31, 2007; January 31, 2008; and April 30, 2008.
- (3) These options vested in four equal installments on the following dates: July 31, 2010; October 31, 2010; January 31, 2011; and April 30, 2011.
- (4) These options vested on the following dates with respect to the specified number of shares of common stock: July 31, 2013 - 639 shares; October 31, 2013 - 638 shares; January 31, 2014 - 638 shares; and April 30, 2014 - 638 shares.
- (5) 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.

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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