

TEMPUR SEALY INTERNATIONAL, INC.
 Form 4
 July 14, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
MONTGOMERY DAVID

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)
07/10/2015

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

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 | 07/10/2015 | | M | | 17,692 | A (1) | \$ 13.47 |
| Common Stock | 07/10/2015 | | S | | 17,692 | D (1) | \$ 70.01 (2) |
| Common Stock | 07/13/2015 | | M | | 32,308 | A (1) | \$ 13.47 |
| Common Stock | 07/13/2015 | | S | | 32,308 | D (1) | \$ 70.24 |

(3)

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 | | 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 |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------|--|---|-------------------------------|
| | | | | | Acquired (A) | or Disposed of (D) | | | |
| Stock Options | \$ 13.47 | 07/10/2015 | | M | V | (A) 17,692 | (4) 06/28/2016 | Common Stock | 17,692 |
| Stock Options | \$ 13.47 | 07/13/2015 | | M | | (A) 32,308 | (4) 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, 07/14/2015
Attorney-in-Fact

**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)

Edgar Filing: TEMPUR SEALY INTERNATIONAL, INC. - Form 4

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.

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.