

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

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.