

THOMPSON SCOTT L
Form 4
September 06, 2017

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 *
THOMPSON SCOTT L

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)
09/04/2017

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

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. 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/04/2017		M	A	39,333 (1) 215,480	D	
Common Stock	09/04/2017		F	D	1,640 (3) \$ 62.1	D	
Common Stock	09/04/2017		M	A	23,229 (4) 237,069	D	
Common Stock	09/04/2017		F	D	11,615 (5) \$ 62.1	D	

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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
Restricted Stock Units	(2)	09/04/2017		M	39,333	(1) (1)	Common Stock	39,333
Restricted Stock Units	\$ 0 (2)	09/04/2017		M	23,229	(4) (4)	Common Stock	23,229

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	

Signatures

/s/ Bhaskar Rao
Attorney-in-Fact

09/06/2017

**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) Represents the conversion of the portion of the restricted stock units granted on September 4, 2015 that vested on September 4, 2017. The restricted stock units have vested and will vest as follows: 39,334 on September 4, 2016 and 39,333 on each of September 4, 2017 and 2018, respectively. Payout of the vested common shares is deferred until thirty days following the Reporting Person's termination of employment.

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- (2) Each restricted stock unit represents a contingent right to receive one share of TPX common stock.
- (3) Represents the number of shares withheld in accordance with the Company's Amended and Restated 2013 Equity Incentive Plan and the award agreement to cover the withholding taxes arising upon the vesting of these RSUs.
- Performance Restricted Stock Units ("PRSUs") were granted to the Reporting Person on September 4, 2015 (the "Grant Date"). Each PRSU represents a contingent right to receive one share of TPX Common Stock. On February 24, 2017, the Company's Compensation
- (4) Committee determined that the performance threshold had been satisfied, and the award agreement became subject only to time vesting restrictions. Pursuant to the award agreement, the PRSUs vest in three annual installments, with 23,229 units vesting on each of the first two anniversaries of the Grant Date and 23,228 units vesting on the third anniversary of the Grant Date. These PRSUs vested on September 4, 2017 as the second annual installment.
- (5) Represents the number of shares withheld in accordance with the Company's Amended and Restated 2013 Equity Incentive Plan and the award agreement to cover the withholding taxes arising upon the vesting of these PRSUs.

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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