FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Washington.	D.C.	20549	

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OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Rusing Steven H				T						mbol IATIONA	AL, INC	<u>.</u>	(Checl	ationship of l k all applicat Director Officer (g	ole)	Persor	n(s) to Issue 10% Ow Other (s	mer	
(Last)	(Fi	rst)	(Middle)											X	below)			below)	
C/O TEMPUR SEALY INTERNATIONAL, INC. 1000 TEMPUR WAY					Date (2/04/2	of Earliest 2021	Transac	tion (Mo	nth/Da	ay/Year)				EVP	, Presido	ent, U.	S. Sales		
(Street) LEXINGTON KY 40511				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								i. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(St	ate)	(Zip)																
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) 2. Trans Date (Month/I			action 2A. Deemed Execution Date, if any (Month/Day/Year		Date,	3. Transaction Code (Instr. 8) 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		(A) o	r and 5)	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct Indirect Itr. 4)	7. Nature of Indirect Beneficial Ownership					
							Code	v	Amount	(A) or (D)	Pri	ce	Reported Transaction (Instr. 3 and	n(s) d 4)		(Instr. 4)			
Common S	Stock			01/0	3/2022		M		46,752	A	1	\$ <mark>0</mark> (1)	147,268			D			
Common S	Common Stock 01/03.			3/20	3/2022		F		22,175	D \$47		47.39	125,093			D			
Common Stock 01/03				3/20	3/2022		M		5,844	A	5	\$ <mark>0</mark> (1)	130,937			D			
Common Stock 01/03				3/2022				F	2,753		D	\$4	47.39	128,184			D		
	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 Da if any (Month/Day/Y	Code			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exer Expiration D (Month/Day/		ate	7. Title an of Securit Underlyin Derivative (Instr. 3 a	ties ig e Seci		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported	ve es ally	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Expiration		or Nur	ount mber shares	Transac (Instr. 4		ction(s)												

Explanation of Responses:

\$0.0

\$0.0⁽¹⁾

\$0.0⁽¹⁾

- 1. Performance restricted stock units and restricted stock units convert into common stock on a one-for-one basis.
- 2. On February 4, 2021, the Compensation Committee of the Board of Directors determined that the maximum performance condition for the performance restricted stock units (PRSUs) granted on January 3, 2020 was achieved. The PRSUs vest in approximately three equal installments on January 3, 2022, 2023 and 2024 and have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.

(2)

(3)

(2)

(3)

46,752

5,844

3. The restricted stock units ("RSUs") were previously reported as a grant of 5,844 RSUs vesting in four annual installments on January 3, 2021, 2022, 2023 and 2024. The RSUs have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.

Remarks:

Performance

Restricted

Restricted

Stock Units

Stock Units Performance Restricted Stock Units

> /s/ Bhaskar Rao, Attorney in **Fact** ** Signature of Reporting Person

140,256

46,752

5,844

Stock

Stock

\$<mark>0</mark>

\$<mark>0</mark>

01/05/2022

Date

140,256

93,504

11,688

D

D

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

02/04/2021

01/03/2022

01/03/2022

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

140,256

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