SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			of Section So(n) of the investment Company Act of 1940			
1. Name and Address of Reporting Person* Vollet Scott (Last) (First) (Middle) C/O TEMPUR SEALY INTERNATIONAL, INC. 1000 TEMPUR WAY			2. Issuer Name and Ticker or Trading Symbol TEMPUR SEALY INTERNATIONAL, INC. [TPX]		tionship of Reporting Pers all applicable) Director Officer (give title below)	son(s) to Issuer 10% Owner Other (specify below)
			3. Date of Earliest Transaction (Month/Day/Year) 01/04/2022		EVP, Global Operations	
(Street) LEXINGTON	KY	40511	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Rep Form filed by More that Person	orting Person
(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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)	
Common Stock	01/04/2022		М		33,760	A	\$0 ⁽¹⁾	261,071	D		
Common Stock	01/04/2022		F		15,733	D	\$48.21	245,338	D		
Common Stock	01/04/2022		М		7,323	A	\$0 ⁽¹⁾	252,661	D		
Common Stock	01/04/2022		F		3,413	D	\$48.21	249,248	D		
Common Stock	01/05/2022		М		15,612	A	\$0 ⁽¹⁾	264,860	D		
Common Stock	01/05/2022		F		7,276	D	\$46.83	257,584	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 Date, if any (Month/Day/Year)	4. Transa Code 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate of Securities		8. Price of Derivative Security (Instr. 5)	Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	\$0.0	01/04/2022		A		16,076		(2)	(2)	Common Stock	16,076	\$0	16,076	D	
Restricted Stock Units	\$0.0 ⁽¹⁾	01/04/2022		м			33,760	(3)	(3)	Common Stock	33,760	\$0	33,760	D	
Restricted Stock Units	\$0.0 ⁽¹⁾	01/04/2022		м			7,323	(4)	(4)	Common Stock	7,323	\$0	21,967	D	
Restricted Stock Units	\$0.0 ⁽¹⁾	01/05/2022		м			15,612	(5)	(5)	Common Stock	15,612	\$0	0	D	

Explanation of Responses:

1. Restricted stock units convert into common stock on a one-for-one basis.

2. On January 4, 2022, the reporting person was granted 16,076 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.

3. The restricted stock units ("RSUs") were previously reported as a grant of 33,760 RSUs vesting in four annual installments on January 4, 2020, 2021, 2022 and 2023. The RSUs have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.

4. On January 4, 2021, the reporting person was granted 29,290 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.

5. The restricted stock units ("RSUs") were previously reported as a grant of 15,612 RSUs vesting in four annual installments on January 5, 2019, 2020, 2021 and 2022. The RSUs have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.

Remarks:

/s/ Bhaskar Rao, Attorney-in-01/06/2022

** Signature of Reporting Person Date

Fact

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).

** 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.

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