Common Stock

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

				01 360	ation 30(ii) or the iii	vesuriei	it Con	ipariy Act or is	940				
1. Name and Address of Reporting Person* MONTGOMERY DAVID (Last) (First) (Middle) C/O TEMPUR SEALY INTERNATIONAL, INC. 1000 TEMPUR WAY					r Name and Ticker PUR SEALY]		,			tionship of Reporting all applicable) Director Officer (give title	wner (specify		
				3. Date of Earliest Transaction (Month/Day/Year) 01/04/2023							below) below) EVP Global Business Strategy		
(Street) LEXINGTON KY 40511					endment, Date of C	Priginal I	Filed (Month/Day/Ye	6. Indiv Line) X	-/			
(City)	(State)	(Zip) Table I - No	n-Deriva	tive S	ecurities Acqu	uired.	Dist	oosed of, o	r Bene	ficially (Dwned		
1. Title of Security (Instr. 3) 2. Trans Date			2. Transac	tion	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities A Disposed Of (Acquired ((A) or	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)		(111501.4)
Common Stock			01/04/2	2023		M		18,897	A	\$0 (1)	909,777	D	
Common Stock			01/04/2	2023		F		8,882	D	\$34.93	900,895	D	
Common Stock 01/0 ²				2023		M		2,593	Α	\$0 ⁽¹⁾	903,488	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

F

M

F

M

F

1 2 1 9

4.724

2,221

36,720

17,259

D

A

D

A

D

\$34.93

\$0(1)

\$34.93

\$0(1)

\$34.93

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	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		(Instr. 4)		
Performance Restricted Stock Units	\$0.0 ⁽¹⁾	01/04/2023		М			18,897	(2)	(2)	Common Stock	18,897	\$0	37,794	D	
Restricted Stock Units	\$0.0 ⁽¹⁾	01/04/2023		M			2,593	(3)	(3)	Common Stock	2,593	\$0	7,779	D	
Restricted Stock Units	\$0.0 ⁽¹⁾	01/04/2023		M			4,724	(4)	(4)	Common Stock	4,724	\$0	9,448	D	
Restricted Stock Units	\$0.0 ⁽¹⁾	01/04/2023		M			36,720	(5)	(5)	Common Stock	36,720	\$0	0	D	
Restricted Stock Units	\$0.0	01/04/2023		A		14,315		(6)	(6)	Common Stock	14,315	\$0	14,315	D	

Explanation of Responses:

- 1. Performance restricted stock units and restricted stock units convert into common stock on a one-for-one basis.
- 2. On February 22, 2022, the Compensation Committee of the Board of Directors determined that the maximum performance conditions for the performance restricted stock units (PRSUs) granted on January 4, 2021 were achieved. The PRSUs vest in approximately three equal installments on January 4, 2023, 2024 and 2025.
- 3. On January 4, 2022, the reporting person was granted 10,372 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.

01/04/2023

01/04/2023

01/04/2023

01/04/2023

01/04/2023

- 4. On January 4, 2021, the reporting person was granted 18,897 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 36,721 RSUs vesting in four annual installments on January 4, 2020, 2021, 2022 and 2023. The RSUs have been adjusted to reflect the 4for-1 stock split, which occurred on November 24, 2020.
- 6. On January 4, 2023, the reporting person was granted 14,315 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.

Remarks:

/s/ Bhaskar Rao, Attorney in **Fact**

01/06/2023

** Signature of Reporting Person

Date

902 269

906.993

904,772

941,492

924,233

D

D

D

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).
- ** 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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