

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>ANDERSON RICHARD W</u>  (Last) (First) (Middle) <u>C/O TEMPUR SEALY INTERNATIONAL, INC.</u> <u>1000 TEMPUR WAY</u>  (Street) <u>LEXINGTON KY 40511</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR SEALY INTERNATIONAL, INC. [ TPX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; President North America</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2017</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/24/2017		A		4,566 <sup>(1)</sup>	A	\$0	56,728	D	
Common Stock	02/24/2017		F		2,336 <sup>(2)</sup>	D	\$45.95	54,392	D	
Common Stock	02/24/2017		A		4,375 <sup>(3)</sup>	A	\$0	58,767	D	
Common Stock	02/24/2017		F		2,240 <sup>(4)</sup>	D	\$45.95	56,527	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. 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 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) (Instr. 4)	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
Restricted Stock Units	\$0.0 <sup>(1)</sup>	02/24/2017		A		18,262		(1)	(1)	Common Stock	18,262	\$0	18,262 <sup>(1)</sup>	D	
Restricted Stock Units	\$0.0 <sup>(1)</sup>	02/24/2017		M		4,566		(1)	(1)	Common Stock	4,566	\$0	13,696	D	

**Explanation of Responses:**

- Restricted stock units subject to a performance threshold were granted to the Reporting Person on February 11, 2016 (the "Grant Date"). Upon achievement of the performance threshold, the first tranche of the restricted stock units vested and were released. On February 24, 2017, the Company's Compensation Committee determined that the performance threshold had been satisfied, and the award became subject only to time vesting restrictions. Pursuant to the award agreement, the restricted stock units vest in four installments, with 4,566 units vesting on the first two anniversaries of the Grant Date and 4,565 units vesting on each of the third and fourth anniversaries of the Grant Date. Each restricted stock unit represents a contingent right to receive one share of TPX Common Stock.
- Represents the number of shares withheld in accordance with the award agreement and the Company's 2013 Equity Incentive Plan, as amended (the "Plan") to cover the withholding taxes arising upon the vesting of these restricted stock units. The Plan requires the tax withholding to be calculated at the closing price of the Common Stock on the date the award vested, which was \$45.95 on Friday, February 24th, 2017.
- Represents the number of shares the Reporting Person earned on February 24, 2017 under a PRSU award granted on February 28, 2014, covering a three-year performance period ending December 31, 2016.
- Represents the number of shares withheld in accordance with the award agreement and the Company's 2013 Equity Incentive Plan, as amended (the "Plan") to cover the withholding taxes arising upon the vesting of these PRSUs.

**Remarks:**

Bhaskar Rao, Attorney-in-Fact 02/28/2017

\*\* Signature of Reporting Person Date

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.

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.