FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
vvasiliigion,	D.C.	20343

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response: 0.5

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

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1. Name and Address of Reporting Person*						2. Issuer Name and Ticker or Trading Symbol TEMPUR SEALY INTERNATIONAL,								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Rusing Steven H						INC. [ TPX ]								Directo		10% Ov	/ner		
, ,	<b>/-</b> :	1111	IIIO. [ IIA ]								X Officer below)	(give title		Other (s below)	pecify				
(Last)	(Firs		3. Date of Earliest Transaction (Month/Day/Year)								EVP, President, U.S. Sales								
C/O TEMPUR SEALY INTERNATIONAL, INC.					06/1	06/10/2020													
1000 TEMPUR WAY						If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable					
(Street)	"/	4. II Amendment, Date of Original Flied (Month/Day/Year)								Line)									
LEXINGT	ON KY	40	0511											X Form f	orm filed by One Reporting Person				
														Form f Persor		e than	One Repor	ting	
(City)	(Sta	te) (Z	ip)																
		Table	e I - Noi	n-Deriv	ative	Secu	uritie	es Acc	quired,	Dis	posed o	f, or Be	neficial	ly Owned					
1. Title of Se	curity (Instr.	3)		2. Transaction Date		2A. Deemed Execution Date,			3. Transaction		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			5. Amount of 5) Securities		6. Ownership Form: Direct		7. Nature of ndirect	
					Day/Year)   if an				Code (Instr.		Disposed Of (D) (ilisti. 3, 4		o, 4 ana	Benefici	ally	(D) or Indirect	Indirect	Beneficial Ownership (Instr. 4)	
											<del>                                     </del>		т —	- Reported	Owned Following Reported Transaction(s)				
						Code	V	Amount	(A) or (D)	Price	(Instr. 3								
Common Stock 06				06/10	/2020				M		1,120	A	<b>\$0</b> <sup>(1)</sup>	11,	,890		D		
Common Stock 06/			06/10	/2020			F		475	D	\$70.8	3 11,415			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)		of I		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 (Instr. 4)	e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership ct (Instr. 4)		
													Amount or						
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Number of Shares						
Performance Restricted Stock Units	\$0.0 <sup>(1)</sup>	06/10/2020			M			1,120	(2)		(2)	Common Stock	1,120	\$0	1,120		D		

## **Explanation of Responses:**

- 1. Matching Performance Restricted Stock Units convert into common stock on a one-for-one basis.
- 2. Matching Performance Restricted Stock Units ("MPRSUs") were granted to the Reporting Person on June 10, 2016 (the "Grant Date"). Each MPRSU represents a contingent right to receive one share of Issuer Common Stock for each share purchased by the Reporting Person on or about the Grant Date. On February 24, 2017, the Compensation Committee of the TPX Board of Directors determined that the performance threshold had been satisfied, and the awards became subject only to time vesting restrictions. Pursuant to the award agreement, the MPRSUs vest in five annual installments, with 1,120 units vesting on each of the five anniversaries of the Grant Date. Following achievement of the performance threshold, on each of the first, second and third vesting date the first, second and third tranche of MPRSUs vested and were distributed to the Reporting Person.

## Remarks:

/s/ Bhaskar Rao, Attorney in

**Fact** 

\*\* Signature of Reporting Person Date

06/12/2020

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.