FORM 4

obligations may continue. See

Instruction 1(b)

(City)

Check this box if no longer subject to Section 16. Form 4 or Form 5

(State)

(Zip)

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) TEMPUR SEALY INTERNATIONAL, **Rusing Steven H** Director 10% Owner INC. [TPX] Officer (give title Other (specify below) below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) EVP, President, U.S. Sales C/O TEMPUR SEALY INTERNATIONAL, INC. 04/21/2021 1000 TEMPUR WAY 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) Form filed by One Reporting Person LEXINGTON 40511 Form filed by More than One Reporting

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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount (A) or (D)		Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	04/21/2021		M		1,654	A	\$15.61	99,801	D			
Common Stock	04/21/2021		S <sup>(1)</sup>		1,654	D	\$39.5029(2)	98,147	D			
Common Stock	04/22/2021		M		8,997	A	\$15.61	107,144	D			
Common Stock	04/22/2021		S <sup>(1)</sup>		8,997	D	\$39.5607(3)	98,147	D			
Common Stock	04/23/2021		M		3,936	A	\$15.61	102,083	D			
Common Stock	04/23/2021		S <sup>(1)</sup>		3,936	D	\$39.7126(4)	98,147	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)				6. Date Exerc Expiration Da (Month/Day/\)	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		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				
Stock Options (right to buy)	\$15.61	04/21/2021		M			1,654	(5)	01/04/2028	Common Stock	1,654	\$0	23,381	D	
Stock Options (right to buy)	\$15.61	04/22/2021		M			8,997	(5)	01/04/2028	Common Stock	8,997	\$0	14,384	D	
Stock Options (right to buy)	\$15.61	04/23/2021		М			3,936	(5)	01/04/2028	Common Stock	3,936	\$0	10,448	D	

## **Explanation of Responses:**

- 1. The sales of common stock purchased through the exercise of stock options reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 8, 2021.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.50 to \$39.51. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.50 to \$39.64. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.50 to \$39.91. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in
- 5. The option was previously reported as covering 10,451 shares at an exercise price of \$62.45 per share, vesting in four annual installments on January 5, 2019, 2020, 2021 and 2022. The option and exercise price have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.

## Remarks:

/s/ Bhaskar Rao, Attorney in

04/23/2021

**Fact** 

\*\* Signature of Reporting Person

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

- $^{\star}$  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.