

**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	
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<b>1. Name and Address of Reporting Person *</b> <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)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>TEMPUR SEALY INTERNATIONAL, INC. [ TPX ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; President North America</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>09/21/2016</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	09/21/2016		M <sup>(1)</sup>		25,000	A	\$11.76	77,162	D	
Common Stock	09/21/2016		S		25,000	D	\$75.97 <sup>(2)</sup>	52,162	D	
Common Stock	09/22/2016		M <sup>(1)</sup>		50,000	A	\$20.02	102,162	D	
Common Stock	09/22/2016		S		50,000	D	\$78	52,162	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
Stock Options (right to buy)	\$11.76	09/21/2016		M			25,000	(3)	05/15/2018	Common Stock	25,000	\$11.76	0	D	
Stock Options (right to buy)	\$20.02	09/22/2016		M			50,000	(4)	01/29/2018	Common Stock	50,000	\$20.08	0	D	

**Explanation of Responses:**

- The shares were exercised and sold in open market transactions pursuant to a 10b5-1 trading plan adopted by the reporting person on May 9, 2016 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- This price is the weighted average sale price for the transactions on this line. The price for the transactions reported on this line range from \$75.43 to \$76.22. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- This option vested in two equal annual installments on May 15, 2009 and May 15, 2010.
- This option vested in four equal annual installments beginning on January 29, 2009 and ending on January 29, 2012.

**Remarks:**

Bhaskar Rao, Attorney-in-Fact 09/23/2016

\*\* 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.