FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
Estimated average burden
hours per response: 0.5

1. Name and Address of Report	ting Person [*] (Middle)	2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR SEALY INTERNATIONAL</u> , <u>INC.</u> [TPX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below)				
C/O TEMPUR SEALY IN		3. Date of Earliest Transaction (Month/Day/Year) 01/03/2020	EVP, Global Operations				
1000 TEMPUR WAY							
		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) LEXINGTON KY	40511		X Form filed by One Reporting Person				
			Form filed by More than One Reporting Person				
(Citv) (State)	(Zip)						

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)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	01/04/2020		М		8,440	A	\$0 ⁽¹⁾	24,000	D		
Common Stock	01/04/2020		F		3,783	D	\$85.56	20,217	D		
Common Stock	01/05/2020		М		3,903	A	\$0 ⁽¹⁾	24,120	D		
Common Stock	01/05/2020		F		1,713	D	\$85.56	22,407	D		
Common Stock	01/05/2020		М		1,798	A	\$0 ⁽¹⁾	24,205	D		
Common Stock	01/05/2020		F		789	D	\$85.56	23,416	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)		5. Num Deriva Securi Acquir or Dis of (D) (3, 4 an	tive ties ed (A) bosed Instr.	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)		
Restricted Stock Units	(1)	01/03/2020		A		9,058		(2)	(2)	Common Stock	9,058	\$0	9,058	D	
Restricted Stock Units	(1)	01/04/2020		М			8,440	(3)	(3)	Common Stock	8,440	\$0	25,320	D	
Restricted Stock Units	(1)	01/05/2020		М			3,903	(4)	(4)	Common Stock	3,903	\$0	7,806	D	
Restricted Stock Units	(1)	01/05/2020		М			1,798	(5)	(5)	Common Stock	1,798	\$0	1,798	D	

Explanation of Responses:

1. Restricted Stock Units convert into common stock on a one-for-one basis.

2. On January 3, 2020, the reporting person was granted 9,058 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.

3. On January 4, 2019, the reporting person was granted 33,760 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.

4. On January 5, 2018, the reporting person was granted 15,612 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date.

5. On January 5, 2017, the reporting person was granted 7,194 restricted stock units, vesting in four annual installments beginning on the first anniversary of the grant date, subject to a performance condition. On March 5, 2018, the Compensation Committee of the Board of Directors determined that the performance condition had been satisfied, and the award became subject only to time vesting restrictions.

Remarks:

<u>/s/ Bhaskar Rao, Attorney-in-</u> Fact

<u>01/07/2020</u> Date

** Signature of Reporting Person

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

 \ast 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.