

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>Rao Bhaskar</u>  (Last) (First) (Middle) C/O TEMPUR SEALY INTERNATIONAL, INC. 1000 TEMPUR WAY  (Street) LEXINGTON KY 40511  (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 Officer (give title below) Other (specify below) X EVP & Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 07/08/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	07/08/2021		M		96,992	A	\$17.38	283,886	D	
Common Stock	07/08/2021		s <sup>(1)</sup>		63,109	D	\$38.15 <sup>(2)</sup>	220,777	D	
Common Stock	07/08/2021		s <sup>(1)</sup>		8,650	D	\$39.0246 <sup>(3)</sup>	212,127	D	
Common Stock	07/08/2021		M		56,436	A	\$15.61	268,563	D	
Common Stock	07/08/2021		s <sup>(1)</sup>		33,030	D	\$38.1011 <sup>(4)</sup>	235,533	D	
Common Stock	07/08/2021		s <sup>(1)</sup>		7,324	D	\$38.9505 <sup>(5)</sup>	228,209	D	
Common Stock	07/08/2021		M		20,568	A	\$9.26	248,777	D	
Common Stock	07/08/2021		s <sup>(1)</sup>		12,877	D	\$38.8635 <sup>(6)</sup>	235,900	D	
Common Stock	07/08/2021		M		11,544	A	\$14.38	247,444	D	
Common Stock	07/08/2021		s <sup>(1)</sup>		8,057	D	\$38.8872 <sup>(7)</sup>	239,387	D	
Common Stock	07/08/2021		M		7,064	A	\$12.97	246,451	D	
Common Stock	07/08/2021		s <sup>(1)</sup>		4,792	D	\$39.32	241,659	D	
Common Stock	07/08/2021		M		4,356	A	\$17.88	246,015	D	
Common Stock	07/08/2021		s <sup>(1)</sup>		3,255	D	\$39.32	242,760	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 Option (right to buy)	\$17.38	07/08/2021		M			96,992	(8)	01/04/2027	Common Stock	96,992	\$0	0	D	
Stock Options (right to buy)	\$15.61	07/08/2021		M			56,436	(9)	01/04/2028	Common Stock	56,436	\$0	18,812	D	
Stock Options (right to buy)	\$9.26	07/08/2021		M			20,568	(10)	02/21/2023	Common Stock	20,568	\$0	0	D	
Stock Option (right to buy)	\$14.38	07/08/2021		M			11,544	(11)	02/26/2025	Common Stock	11,544	\$0	0	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	Amount or Number of Shares				
Stock Options (right to buy)	\$12.97	07/08/2021		M			7,064	(12)	02/27/2024	Common Stock	7,064	\$0	0	D	
Stock Option (right to buy)	\$17.88	07/08/2021		M			4,356	(13)	02/08/2022	Common Stock	4,356	\$0	0	D	

**Explanation of Responses:**

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 8, 2021.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.8 to \$38.79. 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.8 to \$39.28. 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.78 to \$38.77. 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.8 to \$39.255. 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.64 to \$39.14. 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.64 to \$39.14. 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.
- The option was previously reported as covering 24,248 shares at an exercise price of \$69.50 per share, vesting in four annual installments on January 5, 2018, 2019, 2020 and 2021. The option and exercise price have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.
- The option was previously reported as covering 18,812 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.
- The option was previously reported as covering 5,142 shares at an exercise price of \$37.05 per share, vesting in two annual installments on February 22, 2014 and 2015. The option and exercise price have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.
- The option was previously reported as covering 2,886 shares at an exercise price of \$57.51 per share, vesting in three annual installments on February 27, 2016, 2017 and 2018. The option and exercise price have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.
- The option was previously reported as covering 1,766 shares at an exercise price of \$51.87 per share, vesting in three annual installments on February 28, 2015, 2016 and 2017. The option and exercise price have been adjusted to reflect the 4-for-1 stock split, which occurred on November 24, 2020.
- The option was previously reported as covering 1,089 shares at an exercise price of \$71.50 per share, vesting in three annual installments on February 9, 2013, 2014 and 2015. 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

07/12/2021

\*\* 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.

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