

TRUSSELL ROBERT B JR  
Form 4  
February 21, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TRUSSELL ROBERT B JR

2. Issuer Name and Ticker or Trading Symbol  
TEMPUR SEALY INTERNATIONAL, INC. [TPX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/19/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O TEMPUR SEALY INTERNATIONAL, INC., 1000 TEMPUR WAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LEXINGTON, KY 40511

(City) (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. 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                    | 02/19/2019                           |  | S                              |   | 7,500   | D  | \$ 57.73<br>(1)                                       |
| Common Stock                    | 02/20/2019                           |  | M                              |   | 1,600   | A  | \$ 13.74  |
| Common Stock                    | 02/20/2019                           |  | S                              |   | 1,600   | D  | \$ 58.69  |
| Common Stock                    | 02/20/2019                           |  | M                              |   | 2,644   | A  | \$ 33.33  |

By RBT Investments LLC (2)

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Common Stock      02/20/2019      S      2,644      D      \$ 58.69      15,660      D

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 13.74   | 02/19/2019                           |  | M                              | 1,600   | <sup>(3)</sup> 05/05/2019                                | Common Stock  | 1,600                         |
| Stock Option (right to buy)                | \$ 33.33   | 02/19/2019                           |  | M                              | 2,644   | <sup>(4)</sup> 05/04/2020                                | Common Stock  | 2,644                         |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

TRUSSELL ROBERT B JR  
C/O TEMPUR SEALY INTERNATIONAL, INC.  
1000 TEMPUR WAY  
LEXINGTON, KY 40511

X

## Signatures

/s/ William H. Dorton, Attorney  
in Fact

02/21/2019

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- The price is the weighted average purchase price for the transactions on this line. The prices for the transactions reported on this line range from \$57.72 to \$57.75, inclusive. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer or any security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (1) The reporting person and his spouse control the investment and voting decisions of RBT Investments, LLC indirectly as trustees of the members of RBT Management, LLC, the manager for RBT Investments, LLC.
  - (3) These stock options vested in four equal installments on the following dates: July 31, 2009; October 31, 2009; January 31, 2010; and April 30, 2010.
  - (4) These stock options vested in four equal installments on the following dates: July 31, 2010; October 31, 2010; January 31, 2011; and April 30, 2011.

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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