

TEMPUR SEALY INTERNATIONAL, INC.

Form 4

May 09, 2014

**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 \*  
MCLANE P ANDREWS

(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  
SymbolTEMPUR SEALY  
INTERNATIONAL, INC. [TPX]3. Date of Earliest Transaction  
(Month/Day/Year)  
05/07/20144. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|-----------------------|--|--|--|---|
| COMMON<br>STOCK                       | 05/07/2014                              |   | A                     | 2,270  | A 220,081  | D  |   |
| COMMON<br>STOCK                       |   |   |                       |  | 12,000   | I  | By Spouse                               |
| COMMON<br>STOCK                       |   |   |                       |  | 254,943  | I  | By Trust<br>(2)                         |

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

**Persons who respond to the collection of  
information contained in this form are not**SEC 1474  
(9-02)

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**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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---|
| Stock Options (Right to buy)               | \$ 52.87   | 05/07/2014                           |  | A                              | 2,121  | (3) 05/06/2024   | Common Stock  | 2,121   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| MCLANE P ANDREWS<br>C/O TEMPUR SEALY INTERNATIONAL, INC.<br>1000 TEMPUR WAY<br>LEXINGTON, KY 40511 | X                                |

## Signatures

Bhaskar Rao,  
Attorney-in-fact 05/09/2014

\_\_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).

Each deferred stock unit represents the right to receive one share of common stock of the issuer at the end of the deferral period described below. The deferred stock units vest on the following dates with respect to the specified number of shares of common stock: July 31,

(1) 2014 - 568 shares; October 31, 2014 - 568 shares; January 31, 2015 - 567 shares; and April 30, 2015 - 567 shares. The vested shares will be delivered to the reporting person on May 7, 2017, unless an election is made by the reporting person to defer receipt of such shares to a later date.

(2) The reporting person's spouse is the trustee of 10 trusts for the benefit of the reporting person's children and grandchildren.

(3)

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These options vest on the following dates with respect to the specified number of shares of common stock: July 31, 2014 - 531 shares; October 31, 2014 - 530 shares; January 31, 2015 - 530 shares; April 30, 2015 - 530 shares.

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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