

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	
OMB Number:	3235-0287
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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 X Officer (give title below) Other (specify below) <u>EVP & Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2020	
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	01/04/2020		M		8,440	A	\$0 ⁽¹⁾	29,467	D	
Common Stock	01/04/2020		F		3,732	D	\$85.56	25,735	D	
Common Stock	01/05/2020		M		3,903	A	\$0 ⁽¹⁾	29,638	D	
Common Stock	01/05/2020		F		1,690	D	\$85.56	27,948	D	
Common Stock	01/05/2020		M		719	A	\$0 ⁽¹⁾	28,667	D	
Common Stock	01/05/2020		F		312	D	\$85.56	28,355	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
Restricted Stock Units	\$0.0 ⁽¹⁾	01/03/2020		A		9,058		(2)	(2)	Common Stock	9,058	\$0	9,058	D	
Restricted Stock Units	(1)	01/04/2020		M		8,440		(3)	(3)	Common Stock	8,440	\$0	25,320	D	
Restricted Stock Units	(1)	01/05/2020		M		3,903		(4)	(4)	Common Stock	3,903	\$0	7,806	D	
Restricted Stock Units	(1)	01/05/2020		M		719		(5)	(5)	Common Stock	719	\$0	719	D	

Explanation of Responses:

- Restricted stock units convert into common stock on a one-for-one basis.
- 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.
- 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.
- 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.
- On January 5, 2017, the reporting person was granted 2,878 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:

/s/ Bhaskar Rao

01/07/2020

** 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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