TRUSSELL ROBERT B JR

Form 4

February 21, 2019

FORM 4

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

OMB

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

TEMPUR SEALY INTERNATIONAL, INC. [TPX]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction

_X__ Director Officer (give title

10% Owner Other (specify

C/O TEMPUR SEALY

INTERNATIONAL, INC., 1000 **TEMPUR WAY**

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

02/19/2019

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

6. Individual or Joint/Group Filing(Check

Person

LEXINGTON, KY 40511

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	ırities Ac	quired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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)
Common Stock	02/19/2019		S	7,500	D	\$ 57.73	17,500	I	By RBT Investments LLC (2)
Common Stock	02/20/2019		M	1,600	A	\$ 13.74	17,260	D	
Common Stock	02/20/2019		S	1,600	D	\$ 58.69	15,660	D	
Common Stock	02/20/2019		M	2,644	A	\$ 33.33	18,304	D	

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

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

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8. 1 De Sec (In

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. Transactic Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 13.74	02/19/2019		M	1,600	(3)	05/05/2019	Common Stock	1,600
Stock Option (right to buy)	\$ 33.33	02/19/2019		M	2,644	(4)	05/04/2020	Common Stock	2,644

Reporting Owners

Relationships **Reporting Owner Name / Address** 10% Owner Officer Other Director

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

X

LEXINGTON, KY 40511

Signatures

/s/ William H. Dorton, Attorney 02/21/2019 in Fact

> **Signature of Reporting Person Date

Reporting Owners 2

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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
- (1) Exchange Commission, the issuer or any security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.