

MONTGOMERY DAVID

Form 4

December 06, 2018

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MONTGOMERY DAVID

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2018

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP & President, International

(Street)
LEXINGTON, KY 40511

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 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)
Common Stock	12/03/2018		M	45,000 (A) or (D)	\$ 6.14 376,573	D	
Common Stock	12/03/2018		F	25,085 (1)	\$ 53.46	D	

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

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information contained in this form are not
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(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 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 Options (right to buy)	\$ 6.14	12/03/2018		M	45,000	(2) 02/27/2019	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MONTGOMERY DAVID
C/O TEMPUR SEALY INTERNATIONAL, INC.
1000 TEMPUR WAY
LEXINGTON, KY 40511

EVP & President, International

Signatures

/s/ William H. Dorton,
Attorney-in-Fact

12/06/2018

__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).

(1) Represents the number of shares of common stock that have been withheld to (i) cover the exercise price of the stock options and (ii) cover the statutory tax liability due in connection with the net settlement of the stock options. No shares of stock were sold. Payment of the full amount of the reporting person's statutory tax liability has been made by the Issuer to the reporting person in cash for remittance to the appropriate taxing authorities.

(2) These stock options vested in four equal installments on the first four anniversaries of the grant date, beginning on February 27, 2010 and ending on February 27, 2013. The reporting person previously reported the exercise of portions of this award on March 2, 2010 and June 12, 2012, respectively.

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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