

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-12**  
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### REPORTING OWNER

#### **Rogers Lawrence J**

CIK: **1358133**

Type: **4** | Act: **34** | File No.: **001-08738** | Film No.: **13527396**

Mailing Address  
*C/O SEALY CORPORATION  
ONE OFFICE PARKWAY  
TRINITY NC 27370*

### ISSUER

#### **SEALY CORP**

CIK: **748015** | IRS No.: **363284147** | State of Incorporation: **DE** | Fiscal Year End: **1202**  
SIC: **2510** Household furniture

Mailing Address  
*HALLE BUILDING 10TH  
FLOOR  
1228 EUCLID AVE  
CLEVELAND OH 44115*

Business Address  
*520 PIKE ST  
SEATTLE WA 98101  
2066251233*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL                                |            |
|---|------------|
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

|   |         |          |   |  |  |  |
|---|---------|----------|---|--|--|--|
| 1. Name and Address of Reporting Person<br><b>Rogers Lawrence J</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>SEALY CORP [ZZ]</b> |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>President &amp; CEO</b> |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>01/12/2013</b> |  |  |  |
| C/O SEALY CORPORATION, ONE OFFICE PARKWAY                           |         |          |   |  |  |  |
| (Street)<br><b>TRINITY, NC 27370</b>                                |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                  |  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> 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 (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                    | 01/12/2013                           |  | M                              |     | 700,000   | A          | (1)    | 3,819,154   | D  |   |
| Common Stock                    | 01/12/2013                           |  | F                              | (1) | 270,252   | D          | \$2.19 | 3,548,902   | 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 of Derivative Security: 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 5/25/2011           | (1)  | 01/12/2013                           |  | M                              |   | 700,000   |     | (2)  | 06/12/2013      | Common stock  | 700,000                                    | (1)  | 700,000  | D  |       |

#### Explanation of Responses:

- On January 12, 2013, 700,000 restricted stock units previously granted to the reporting person vested. That vesting was settled with the reporting person receiving 429,748 shares of Sealy Corporation common stock and surrendering the other 270,252 shares of Sealy Corporation common stock to Sealy Corporation for the payment of tax liabilities in connection with the vesting.
- The initial grant was for 1,400,000 restricted stock units. The grant vests one half on January 12, 2013 and one half on June 12, 2013.

## Signatures

Kenneth L. Walker, by power of attorney

\*\* Signature of Reporting Person

01/14/2013

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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**