

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2009-01-26**  
SEC Accession No. **0000909661-09-000017**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### SEALY CORP

CIK: **748015** | IRS No.: **363284147** | State of Incorporation: **DE** | Fiscal Year End: **1202**  
Type: **SC 13G/A** | Act: **34** | File No.: **005-39994** | Film No.: **09544782**  
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*

### FILED BY

#### FARALLON CAPITAL MANAGEMENT LLC

CIK: **909661** | IRS No.: **943240279**  
Type: **SC 13G/A**

Mailing Address  
*ONE MARITIME PLAZA  
SUITE 2100  
SAN FRANCISCO CA 94111*

Business Address  
*ONE MARITIME PLAZA  
SUITE 2100  
SAN FRANCISCO CA 94111  
(415)421-2132*

<b>OMB APPROVAL</b>
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
Hours per response . . . . 14.5

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2) \***

Sealy Corporation
(Name of Issuer)
Common Stock, par value \$0.01 per share
(Title of Class of Securities)
812139301
(Cusip Number)
December 31, 2008
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)  
Page 1 of 29 Pages  
Exhibit Index Found on Page 28

CUSIP No. 812139301

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b>  <b>Farallon Capital Partners, L.P.</b>	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> <div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/>**</div> <p>** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.</p>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>  California	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
	<b>6</b>	<b>SHARED VOTING POWER</b>  -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b>  -0-
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b>  -0-
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>  -0-	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)</b>  [ ]	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b>  0.0%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (See Instructions)</b>  PN	

CUSIP No. 812139301

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b>  <b>Farallon Capital Institutional Partners, L.P.</b>	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> <div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/>**</div> <p>** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.</p>	
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<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
	<b>6</b>	<b>SHARED VOTING POWER</b>  -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b>  -0-
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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b>  <b>Farallon Capital Institutional Partners II, L.P.</b>	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> <div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/>**</div> <p>** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.</p>	
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<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
	<b>6</b>	<b>SHARED VOTING POWER</b>  -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b>  -0-
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<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> <div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/>** </div> <p>** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.</p>	
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<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>  Delaware	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
	<b>6</b>	<b>SHARED VOTING POWER</b>  -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b>  -0-
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CUSIP No. 812139301

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<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> **  ** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.	
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<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>  New York	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
	<b>6</b>	<b>SHARED VOTING POWER</b>  -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b>  -0-
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<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> <div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/>**</div> <p>** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.</p>	
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<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>  Cayman Islands	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
	<b>6</b>	<b>SHARED VOTING POWER</b>  -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b>  -0-
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<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> <div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/>**</div> <p>** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.</p>	
<b>3</b>	<b>SEC USE ONLY</b>	
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<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
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<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> **  ** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
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	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b>  -0-
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>  -0-	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)</b>  <div style="text-align: right;">[ ]</div>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b>  0.0%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (See Instructions)</b>  IN	

CUSIP No. 812139301

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b>  Stephen L. Millham	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> **  ** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>  United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
	<b>6</b>	<b>SHARED VOTING POWER</b>  -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b>  -0-
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b>  -0-
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>  -0-	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)</b>  <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b>  0.0%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (See Instructions)</b>  IN	



CUSIP No. 812139301

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b>  <b>Jason E. Moment</b>	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> <div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/>**</div> <p>** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.</p>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>  United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
	<b>6</b>	<b>SHARED VOTING POWER</b>  -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b>  -0-
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b>  -0-
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>  -0-	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)</b>  <div style="text-align: right;">[ <input type="checkbox"/> ]</div>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b>  0.0%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (See Instructions)</b>  IN	

CUSIP No. 812139301

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b>  Ashish H. Pant	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> <div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/>**</div> <p>** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.</p>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>  India	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
	<b>6</b>	<b>SHARED VOTING POWER</b>  -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b>  -0-
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b>  -0-
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>  -0-	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES          CERTAIN SHARES (See Instructions)</b>  <div style="text-align: right;">[ ]</div>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b>  0.0%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (See Instructions)</b>  IN	

CUSIP No. 812139301

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b>  Rajiv A. Patel	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> **  ** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>  United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
	<b>6</b>	<b>SHARED VOTING POWER</b>  -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b>  -0-
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b>  -0-
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>  -0-	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)</b>  <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b>  0.0%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (See Instructions)</b>  IN	

CUSIP No. 812139301

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b>  Derek C. Schrier [See Item 2]	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> **  ** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>  United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
	<b>6</b>	<b>SHARED VOTING POWER</b>  -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b>  -0-
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b>  -0-
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>  -0-	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)</b>  <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b>  0.0%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (See Instructions)</b>  IN	

CUSIP No. 812139301

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b>  Andrew J. M. Spokes	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> <div style="text-align: right;">(a) <input type="checkbox"/></div> <div style="text-align: right;">(b) <input checked="" type="checkbox"/>**</div> <p>** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.</p>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>  United Kingdom	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
	<b>6</b>	<b>SHARED VOTING POWER</b>  -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b>  -0-
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b>  -0-
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>  -0-	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)</b>  <div style="text-align: right;">[ ]</div>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b>  0.0%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (See Instructions)</b>  IN	

CUSIP No. 812139301

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b>  Thomas F. Steyer	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> **  ** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>  United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
	<b>6</b>	<b>SHARED VOTING POWER</b>  -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b>  -0-
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b>  -0-
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>  -0-	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)</b>  <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b>  0.0%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (See Instructions)</b>  IN	

CUSIP No. 812139301

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> <b>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)</b>  Mark C. Wehrly	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)</b> (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> **  ** The reporting persons making this filing hold an aggregate of 0 Shares, which is 0.0% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b>  United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>5</b>	<b>SOLE VOTING POWER</b>  -0-
	<b>6</b>	<b>SHARED VOTING POWER</b>  -0-
	<b>7</b>	<b>SOLE DISPOSITIVE POWER</b>  -0-
	<b>8</b>	<b>SHARED DISPOSITIVE POWER</b>  -0-
<b>9</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b>  -0-	
<b>10</b>	<b>CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)</b>  <input type="checkbox"/>	
<b>11</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</b>  0.0%	
<b>12</b>	<b>TYPE OF REPORTING PERSON (See Instructions)</b>  IN	

This Amendment No. 2 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on January 16, 2007 (together with all prior and current amendments thereto, the "Schedule 13G").

Item 1. Issuer

(a) Name of Issuer:

Sealy Corporation (the "Company")

(b) Address of Issuer's Principal Executive Offices:

Sealy Drive, One Office Parkway, Trinity, North Carolina 27370

Item 2. Identity And Background

Title Of Class Of Securities And CUSIP Number (Item 2(d) and (e))

This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 812139301.

Name Of Persons Filing, Address Of Principal Business Office And Citizenship (Item 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons."

The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;
- (v) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares held by it; and



(vi)

Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership (“FCOI II”), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, Tinicum and FCOI II are together referred to herein as the “Farallon Funds.”

The Management Company

- (vii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the “Management Company”), with respect to the Shares held by a certain account managed by the Management Company (the “Managed Account”).

The Farallon General Partner

- (viii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds (the “Farallon General Partner”), with respect to the Shares held by each of the Farallon Funds.

The Farallon Managing Members

- (ix) Each of the following persons who is, or with respect to Schrier (as defined below) was, a managing member of both the Farallon General Partner and the Management Company, with respect to the Shares held by the Farallon Funds and the Managed Account: William F. Duhamel (“Duhamel”), Richard B. Fried (“Fried”), Monica R. Landry (“Landry”), Douglas M. MacMahon (“MacMahon”), William F. Mellin (“Mellin”), Stephen L. Millham (“Millham”), Jason E. Moment (“Moment”), Ashish H. Pant (“Pant”), Rajiv A. Patel (“Patel”), Derek C. Schrier (“Schrier”), Andrew J. M. Spokes (“Spokes”), Thomas F. Steyer (“Steyer”) and Mark C. Wehrly (“Wehrly”).

Duhamel, Fried, Landry, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Spokes, Steyer and Wehrly are together referred to herein as the “Farallon Individual Reporting Persons.” Unless the context otherwise requires, any reference to the “Farallon Individual Reporting Persons” or the “Reporting Persons” shall not include Schrier.

This Schedule 13G reports that as of May 27, 2008, Schrier had resigned as a managing member of the Farallon General Partner and the Management Company and no longer had investment discretion with respect to the Shares beneficially owned by the Farallon Funds and the Managed Account. As such, Schrier may no longer be deemed a beneficial owner of the Shares beneficially owned by the Farallon Funds and the Managed Account.

The citizenship of each of the Farallon Funds, the Management Company and the Farallon General Partner is set forth above. Other than Pant and Spokes, each of the Farallon Individual Reporting Persons is a citizen of the United States. Pant is a citizen of India. Spokes is a citizen of the United Kingdom. The address of the principal business office of each of the



Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or 240.13d-2(b) or (c),  
Check Whether The Person Filing Is An Entity Specified In (a) - (k):

Not Applicable.

If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check This Box.

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds and those reported by the Management Company on behalf of the Managed Account are owned directly by the Managed Account. The Farallon General Partner, as general partner to the Farallon Funds, may be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds. The Management Company, as investment adviser to the Managed Account, may be deemed to be the beneficial owner of all such Shares owned by the Managed Account. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds and the Managed Account. **Each of the Management Company, the Farallon General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.**

Item 5. Ownership Of Five Percent Or Less Of A Class

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the deemed beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person

Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired The Security Being  
Reported On By The Parent Holding Company

Not Applicable.

Item 8. Identification And Classification Of Members Of The Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

Item 9. Notice Of Dissolution Of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 26 of 29 Pages

## SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 26, 2009

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf and

as the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

TINICUM PARTNERS, L.P. and

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

By Monica R. Landry,

Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.

By Monica R. Landry,

Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for

each of William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F.

Mellin, Stephen L. Millham, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek

C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer and Mark C. Wehrly

The Power of Attorney executed by each of Duhamel, Fried, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2007 by such Reporting Persons with respect to the Common Stock of Armor Holdings, Inc., is hereby incorporated by reference. The Power of Attorney executed by Spokes authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on August 28, 2007 by such Reporting Person with respect to the Common Stock of Global Gold Corporation, is hereby incorporated by reference.

EXHIBIT INDEX

EXHIBIT 3

Joint Acquisition Statement Pursuant to Section  
240.13d-1(k)

Page 28 of 29 Pages

JOINT ACQUISITION STATEMENT  
PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: January 26, 2009

/s/ Monica R. Landry  
FARALLON PARTNERS, L.L.C.,  
On its own behalf and  
as the General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
TINICUM PARTNERS, L.P. and  
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.  
By Monica R. Landry,  
Managing Member

/s/ Monica R. Landry  
FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Monica R. Landry,  
Managing Member

/s/ Monica R. Landry  
Monica R. Landry, individually and as attorney-in-fact for  
each of William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F.  
Mellin, Stephen L. Millham, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek  
C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer and Mark C. Wehrly