

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 March 02, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
 TEMPUR PEDIC INTERNATIONAL INC [TPX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O TEMPUR-PEDIC INTERNATIONAL INC., 1713 JAGGIE FOX WAY

(Street)

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

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

LEXINGTON, KY 40511

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 03/01/2007 | | S | | 20,000 D \$ 25.21 | 417,830 ⁽¹⁾ | D |
| Common Stock | 03/01/2007 | | S | | 18,000 D \$ 25.29 | 399,830 ⁽¹⁾ | D |
| Common Stock | 03/01/2007 | | S | | 1,000 D \$ 25.31 | 398,830 ⁽¹⁾ | D |
| Common Stock | 03/01/2007 | | S | | 500 D \$ 25.32 | 398,330 ⁽¹⁾ | D |
| | 03/01/2007 | | S | | 100 D | 398,230 ⁽¹⁾ | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|------------------------|---|--|
| Common Stock | | | | | | \$ 25.34 | | |
| Common Stock | 03/01/2007 | S | 20,000 | D | \$ 25.4 | 378,230 ⁽¹⁾ | D | |
| Common Stock | 03/01/2007 | S | 300 | D | \$ 25.42 | 377,930 ⁽¹⁾ | D | |
| Common Stock | 03/01/2007 | S | 100 | D | \$ 25.49 | 377,830 ⁽¹⁾ | D | |
| Common Stock | 03/01/2007 | S | 19,400 | D | \$ 25.6 | 358,430 ⁽¹⁾ | D | |
| Common Stock | 03/01/2007 | S | 200 | D | \$ 25.63 | 358,230 ⁽¹⁾ | D | |
| Common Stock | 03/01/2007 | S | 400 | D | \$ 25.67 | 357,830 ⁽¹⁾ | D | |
| Common Stock | 03/01/2007 | S | 15,700 | D | \$ 26 | 342,130 ⁽¹⁾ | D | |
| Common Stock | 03/01/2007 | S | 400 | D | \$ 26.02 | 341,730 ⁽¹⁾ | D | |
| Common Stock | 03/01/2007 | S | 17,936 | D | \$ 26.09 | 323,794 ⁽¹⁾ | D | |
| Common Stock | 03/01/2007 | S | 200 | D | \$ 26.11 | 323,594 ⁽¹⁾ | D | |
| Common Stock | 03/01/2007 | S | 400 | D | \$ 26.12 | 323,194 ⁽¹⁾ | D | |
| Common Stock | 03/01/2007 | S | 2,800 | D | \$ 26.15 | 320,394 ⁽¹⁾ | D | |
| Common Stock | 03/01/2007 | S | 500 | D | \$ 26.18 | 319,894 ⁽¹⁾ | D | |
| Common Stock | 03/01/2007 | S | 19,794 | D | \$ 26.25 | 300,100 ⁽¹⁾ | D | |

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

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 control number.

SEC 1474
(9-02)

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

| | | | |
|------------------------|---|--------------------|---|
| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 3 and 4) | Own Follo Repo Trans (Instr |
| | Code V (A) (D) Date | Expiration Date | Title |
| | Exercisable | | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TRUSSELL ROBERT B JR C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY LEXINGTON, KY 40511 | X | | | |

Signatures

/s/ William H. Poche, 03/02/2007
Attorney-in-fact

__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) These shares are owned by Robert B. Trussell, Jr. and Martha O. Trussell as Tenants in Common.

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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