

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 February 01, 2007

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRYANT H THOMAS

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Last) (First) (Middle)
C/O TEMPUR-PEDIC INTERNATIONAL INC., 1713 JAGGIE FOX WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2007

LEXINGTON, KY 40511
 (City) (State) (Zip)

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

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)
Common Stock	01/30/2007		M	V Amount (A) or (D) Price 557,813 A \$ 1.52 (1)	557,813	D	
Common Stock	01/30/2007		M	V Amount (A) or (D) Price 49,454 A \$ 2.86 (1)	607,267	D	
Common Stock	01/30/2007		S	V Amount (A) or (D) Price 100 D \$ 23.97	607,167	D	
Common Stock	01/30/2007		S	V Amount (A) or (D) Price 4,400 D \$ 23.99	602,767	D	
	01/30/2007		S	V Amount (A) or (D) Price 7,500 D \$ 24	595,267	D	

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Common Stock							
Common Stock	01/30/2007	S	1,800	D	\$ 24.01	593,467	D
Common Stock	01/30/2007	S	3,400	D	\$ 24.02	590,067	D
Common Stock	01/30/2007	S	1,400	D	\$ 24.03	588,667	D
Common Stock	01/30/2007	S	16,800	D	\$ 24.04	571,867	D
Common Stock	01/30/2007	S	4,700	D	\$ 24.05	567,167	D
Common Stock	01/30/2007	S	5,400	D	\$ 24.06	561,767	D
Common Stock	01/30/2007	S	5,200	D	\$ 24.07	556,567	D
Common Stock	01/30/2007	S	4,200	D	\$ 24.08	552,367	D
Common Stock	01/30/2007	S	9,100	D	\$ 24.09	543,267	D
Common Stock	01/30/2007	S	1,000	D	\$ 24.1	542,267	D
Common Stock	01/30/2007	S	400	D	\$ 24.11	541,867	D
Common Stock	01/30/2007	S	4,300	D	\$ 24.12	537,567	D
Common Stock	01/30/2007	S	300	D	\$ 24.13	537,267	D
Common Stock	01/30/2007	S	2,400	D	\$ 24.14	534,867	D
Common Stock	01/30/2007	S	2,000	D	\$ 24.15	532,867	D
Common Stock	01/30/2007	S	800	D	\$ 24.16	532,067	D
Common Stock	01/30/2007	S	1,900	D	\$ 24.18	530,167	D
Common Stock	01/30/2007	S	1,200	D	\$ 24.2	528,967	D
Common Stock	01/30/2007	S	300	D	\$ 24.21	528,667	D
	01/30/2007	S	100	D		528,567	D

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Common Stock					\$ 24.22		
Common Stock	01/30/2007	S	100	D	\$ 24.24	528,467	D
Common Stock	01/30/2007	S	1,900	D	\$ 24.27	526,567	D
Common Stock	01/30/2007	S	300	D	\$ 24.28	526,267	D
Common Stock	01/30/2007	S	3,800	D	\$ 24.29	522,467	D
Common Stock	01/30/2007	S	1,500	D	\$ 24.3	520,967	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.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Options (right to buy)	\$ 1.52 ⁽¹⁾	01/30/2007		M	557,813	⁽²⁾ 11/01/2012	Common Stock 557,813
Stock Options (right to buy)	\$ 2.86 ⁽¹⁾	01/30/2007		M	49,454	⁽³⁾ 08/13/2013	Common Stock 49,454
Futures Contract (obligation to sell)	\$ 23.8524	02/01/2007		S	350,000	02/01/2009 02/01/2009	Common Stock 350,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRYANT H THOMAS C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY LEXINGTON, KY 40511	X		President & CEO	

Signatures

/s/ William H. Poche, 02/01/2007
 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) Reflects rounding.
 These options vested and became exercisable in a series of installments. The first installment, which consisted of 25% of the original aggregate number of options granted, vested on July 28, 2003. The remaining options vest in a series of twelve successive equal quarterly installments.
- (2) aggregate number of options granted, vested on July 28, 2003. The remaining options vest in a series of twelve successive equal quarterly installments.
- (3) These options vested and became exercisable in a series of installments. The first installment, which consisted of 25% of the original aggregate number of options granted, vested on August 13, 2004. The remaining options become exercisable in a series of twelve successive equal quarterly installments.

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.