

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 February 28, 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

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 *
 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)
 02/26/2006

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)
				(A) or (D)	Price		
Common Stock	02/26/2007		S	10,000	D \$ 25.61	521,442 ⁽¹⁾	D
Common Stock	02/26/2007		S	20,000	D \$ 25.65	501,442 ⁽¹⁾	D
Common Stock	02/26/2007		S	1,506	D \$ 25.67	499,936 ⁽¹⁾	D
Common Stock	02/26/2007		S	8,785	D \$ 25.71	491,151 ⁽¹⁾	D
	02/26/2007		S	13,406	D	477,745 ⁽¹⁾	D

Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

Common Stock						\$ 25.72		
Common Stock	02/26/2007	S	1,215	D	\$ 25.73	476,530 ⁽¹⁾	D	
Common Stock	02/27/2007	S	10,000	D	\$ 25.29	466,530 ⁽¹⁾	D	
Common Stock	02/27/2007	S	4,200	D	\$ 25.3	462,330 ⁽¹⁾	D	
Common Stock	02/27/2007	S	500	D	\$ 25.31	461,830 ⁽¹⁾	D	
Common Stock	02/27/2007	S	100	D	\$ 25.32	461,730 ⁽¹⁾	D	
Common Stock	02/28/2007	S	17,164	D	\$ 24.95	444,566 ⁽¹⁾	D	
Common Stock	02/28/2007	S	2,436	D	\$ 24.96	442,130 ⁽¹⁾	D	
Common Stock	02/28/2007	S	400	D	\$ 24.97	441,730 ⁽¹⁾	D	
Common Stock	02/28/2007	S	1,400	D	\$ 25.04	440,330 ⁽¹⁾	D	
Common Stock	02/28/2007	S	300	D	\$ 25.05	440,030 ⁽¹⁾	D	
Common Stock	02/28/2007	S	2,200	D	\$ 25.06	437,830 ⁽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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
							Title		

Date	Expiration	Amount
Exercisable	Date	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,
Attorney-in-fact

02/28/2007

__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.
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.