

TEMPUR PEDIC INTERNATIONAL INC  
 Form 4  
 January 05, 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 \*  
 Clift Matthew

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)  
 01/03/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Ex. VP, Global Operations

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   |  |  |
| Common Stock                    | 01/03/2007                           |  | M                              |   | 11,667 A \$ 0 <sup>(1)</sup>  | 27,252   | D  |
| Common Stock                    | 01/03/2007                           |  | S                              |   | 3,050 <sup>(2)</sup> D \$ 20.93   | 24,202   | D  |
| Common Stock                    | 01/03/2007                           |  | S                              |   | 800 <sup>(2)</sup> D \$ 20.91   | 23,402   | D  |
| Common Stock                    | 01/03/2007                           |  | S                              |   | 200 <sup>(2)</sup> D \$ 20.92   | 23,202   | D  |
|                                 | 01/03/2007                           |  | S                              |   |   | 22,002   | D  |

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|        |            |       |
|--------|------------|-------|
| Common | 1,200      | \$    |
| Stock  | <u>(2)</u> | 20.93 |

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | <u>(1)</u>   | 01/03/2007                           |  | M                              | 11,667  | <u>(3)</u> <u>(3)</u>                                    | Common Stock  | 11,667                        |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Clift Matthew  
C/O TEMPUR-PEDIC INTERNATIONAL INC.  
1713 JAGGIE FOX WAY  
LEXINGTON, KY 40511

Ex. VP, Global Operations

## Signatures

/s/ William H. Poche,      01/05/2007  
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) Each restricted stock unit represents a contingent right to receive one share of Tempur-Pedic International Inc. common stock. The restricted stock units were awarded as a grant for no consideration.
- (2) The shares were sold pursuant to a Rule 10b5-1 trading plan dated March 8, 2006 and adopted by the Reporting Person in order to cause the applicable sales to fall within the scope of Rule 10b5-1 under the Securities Exchange Act of 1934 as amended. The plan contains

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specific instructions to sell 8,166 shares on April 26, 2006, 5,250 shares on July 3, 2006, and 5,250 shares on January 2, 2007 at the market price on each sale date. The proceeds from the shares sold and to be sold pursuant to this trading plan are expected to be used to fund federal and state income taxes payable as the result of prior and future vesting of 70,000 restricted stock units of Tempur-Pedic International Inc. awarded for no consideration on December 1, 2004.

(3) The restricted stock units vest in six successive semi-annual installments commencing on July 1, 2005.

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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