

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 February 08, 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 *
 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)
 12/15/2005

____ 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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	02/06/2007		M	37,500	A \$ 12.37	59,502	D
Common Stock	02/06/2007		S	37,500 <u>(1)</u>	D \$ 25.01	22,002	D

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

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SEC 1474
 (9-02)

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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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (right to buy) ⁽²⁾	\$ 12.37	12/15/2005		A		150,000		⁽³⁾	12/15/2015	Common Stock	150
Stock Option (right to buy)	\$ 12.37	02/06/2007		M		37,500		⁽³⁾	12/15/2015	Common Stock	37,500

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,
Attorney-in-fact

02/08/2007

__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).

The shares were sold pursuant to a Rule 10b5-1 trading plan dated January 31, 2007 and adopted by the reporting person in order to cause (1) the applicable sales to fall within the scope of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. The 10b5-1 trading plan contains specific instructions to sell shares pursuant to the exercise of options between January 31, 2007 through August 31, 2007.

This stock option grant was reported on a Current Report on Form 8-K filed with the SEC by the issuer on December 21, 2005 and the (2) issuer's proxy statement filed with the SEC on April 28, 2006. The reporting person inadvertently did not report this stock option grant in December 2005 on a Form 4.

These options vest and become exercisable in a series of successive equal yearly installments. The first installment, which consisted of (3) 25% of the aggregate number of options granted, vested on December 15, 2006, and 25% of the remaining options will vest each year thereafter until December 15, 2009.

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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