

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 July 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)
 C/O TEMPUR-PEDIC INTERNATIONAL INC., 1713 JAGGIE FOX WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/02/2007

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 07/02/2007 | | M | 11,666 | A \$ 0 ⁽¹⁾ | 28,668 | D |
| Common Stock | 07/02/2007 | | S | 125 ⁽²⁾ | D \$ 26.5 | 28,543 | D |
| Common Stock | 07/02/2007 | | S | 1,875 ⁽²⁾ | D \$ 26.51 | 26,668 | D |
| Common Stock | 07/02/2007 | | S | 500 ⁽²⁾ | D \$ 26.52 | 26,168 | D |
| | 07/02/2007 | | S | | D | 23,418 | D |

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| | | |
|--------|------------|-------|
| Common | 2,750 | \$ |
| Stock | <u>(2)</u> | 26.55 |

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> | 07/02/2007 | | M | 11,666 | <u>(3)</u> <u>(3)</u> | Common Stock | 11,666 |

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 Poche, 07/05/2007
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 January 30, 2007 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 10b5-1 trading

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plan contains specific instructions to sell 5,250 shares on July 1, 2007.

- (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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