

TEMPUR PEDIC INTERNATIONAL INC  
 Form 4  
 March 22, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 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)  
 03/20/2007

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/20/2007		C		218,346	D	\$ 26.2173
					81,754	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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 or Number of Shares
Variable Forward Contract (1)	\$ 26.2173	03/20/2007		C	218,346	03/20/2007	03/20/2007	Common Stock	300,000

## 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

03/21/2007

\_\_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) Robert B. Trussell, Jr. and Martha O. Trussell as tenants in common (the "Trussells") entered into a variable forward contract (the "VFC") with UBS Securities LLC ("UBS") on March 16, 2005. On March 16, 2005, the Trussells filed a Form 144 with the SEC providing notice of the proposed transaction and on March 18, 2005, filed a Form 4 with the SEC reporting the entry into this transaction. Under the VFC, UBS introduced an aggregate of 300,000 shares of common stock of Tempur-Pedic International Inc. into the public market. On March 20, 2007, the settlement date of the VFC, the Trussells delivered 218,346 shares of common stock to UBS pursuant to the terms of the VFC, representing full settlement of the VFC.

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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