

BRYANT H THOMAS
 Form 4
 February 02, 2010

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 *
BRYANT H THOMAS

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)
01/29/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount or Price (A) or (D) | | |
| Common Stock | 01/29/2010 | | | S | 201 D \$ 25.52 (1) | D | |
| Common Stock | 01/29/2010 | | | M | 9,000 A \$ 8.33 | D | |
| Common Stock | 01/29/2010 | | | M | 4,000 A \$ 13.74 | D | |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 8.33 | 01/29/2010 | | M | 9,000 | ⁽²⁾ 07/08/2018 | Common Stock | 9,000 |
| Stock Option (right to buy) | \$ 13.74 | 01/29/2010 | | M | 4,000 | ⁽³⁾ 05/05/2019 | Common Stock | 4,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BRYANT H THOMAS
C/O TEMPUR-PEDIC INTERNATIONAL INC.
1713 JAGGIE FOX WAY
LEXINGTON, KY 40511

X

Signatures

/s/ Bhaskar Rao,
Attorney-in-fact

02/02/2010

**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)

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The reporting person's sale of Tempur-Pedic International Inc. common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, against the purchases on August 24, 2009 and September 8, 2009 (reported on a Form 4 filed on January 4, 2010). The reporting person has paid to Tempur-Pedic International Inc. the full amount of the disgorgable profit realized in connection with these transactions.

- (2) These options vested and became exercisable in a series of three equal installments on the following dates: October 31, 2008, January 31, 2009 and April 30, 2009.
- (3) These options vest and become exercisable in four equal installments on the following dates: July 31, 2009, October 31, 2009, January 31, 2010 and April 30, 2010.

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.