

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 September 06, 2006

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 *
 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)
 09/01/2006

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 Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 09/01/2006 | | S | 1,200 ⁽¹⁾ | D | \$ 15.84 | 1,206,329 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | | S | 200 ⁽¹⁾ | D | \$ 15.84 | 1,206,129 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | | S | 300 ⁽¹⁾ | D | \$ 15.85 | 1,205,829 | I | By RBT Investments, LLC |

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| | | | | | | | | |
|--------------|------------|---|-----------------------------|---|----------|-----------|---|-------------------------|
| Common Stock | 09/01/2006 | S | <u>1,900</u> ⁽¹⁾ | D | \$ 15.86 | 1,203,929 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | <u>200</u> ⁽¹⁾ | D | \$ 15.86 | 1,203,729 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | <u>700</u> ⁽¹⁾ | D | \$ 15.87 | 1,203,029 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | <u>1,600</u> ⁽¹⁾ | D | \$ 15.88 | 1,201,429 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | <u>2,300</u> ⁽¹⁾ | D | \$ 15.89 | 1,199,129 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | <u>5,700</u> ⁽¹⁾ | D | \$ 15.9 | 1,193,429 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | <u>2,600</u> ⁽¹⁾ | D | \$ 15.91 | 1,190,829 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | <u>2,600</u> ⁽¹⁾ | D | \$ 15.91 | 1,188,229 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | <u>1,600</u> ⁽¹⁾ | D | \$ 15.92 | 1,186,629 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | <u>400</u> ⁽¹⁾ | D | \$ 15.93 | 1,186,229 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | <u>4,200</u> ⁽¹⁾ | D | \$ 15.94 | 1,182,029 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | <u>4,900</u> ⁽¹⁾ | D | \$ 15.95 | 1,177,129 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | <u>7,000</u> ⁽¹⁾ | D | \$ 15.96 | 1,170,129 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | <u>4,700</u> ⁽¹⁾ | D | \$ 15.97 | 1,165,429 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | <u>2,000</u> ⁽¹⁾ | D | \$ 15.98 | 1,163,429 | I | By RBT Investments, |

| | | | | | | | | |
|--------------|------------|---|---------------------|---|----------|-----------|---|--------------------------------|
| Common Stock | 09/01/2006 | S | 1,500 <u>(1)</u> | D | \$ 16 | 1,161,929 | I | LLC By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | 2,200 <u>(1)</u> | D | \$ 16.01 | 1,159,729 | I | By RBT Investments, LLC |
| Common Stock | 09/01/2006 | S | 100 <u>(1)</u> | D | \$ 16.03 | 1,159,629 | I | By RBT Investments, LLC |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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

09/05/2006

__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) The shares were sold pursuant to a Rule 10b5-1 trading plan dated June 23, 2006 and adopted by RBT Investments, LLC, 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 specific instructions to sell, subject to certain limitations, 125,000 shares on the first trading day of each month from August 2006 until December 2006, at the market price on each sale date. The plan was adopted for estate and tax planning purposes. The reporting person and his spouse control the investment and voting decisions of RBT Investments, LLC indirectly as trustees of the members of RBT Management, LLC, the manager for RBT Investments, LLC.

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.