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TEMPUR PEDIC INTERNATIONAL INC

Form 4 May 16, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

Number: January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

obligations may continue. See Instruction

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

response... 0.5

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Issuer Name and
Clift Matthew	Symbol
	TEMPLIR PEDIC

(Middle)

5. Relationship of Reporting Person(s) to Ticker or Trading Issuer

INTERNATIONAL INC [TPX]

(Check all applicable)

C/O TEMPUR-PEDIC

(First)

(Street)

(State)

3. Date of Earliest Transaction (Month/Day/Year) 05/14/2007

10% Owner Director X_ Officer (give title Other (specify below)

Ex. VP, Global Operations

INTERNATIONAL INC., 1713 JAGGIE FOX WAY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

LEXINGTON, KY 40511

(City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s)

		Code V	Amount	or (D)	Price	(Instr. 3 and 4)	
Common Stock	05/14/2007	S	700	D	\$ 25.24	21,302	D
Common Stock	05/14/2007	S	2,600	D	\$ 25.25	18,702	D
Common Stock	05/14/2007	S	200	D	\$ 25.26	18,502	D
Common Stock	05/14/2007	S	1,500	D	\$ 25.27	17,002	D

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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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	•	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionN	umber	Expiration D	ate	Amou	int of	Derivative	
Security	or Exercise		any	Code	of	f	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) D	erivative	e		Secur	ities	(Instr. 5)	
	Derivative				Se	ecurities		(Instr. 3 and 4)				
	Security				A	cquired						
					(A	A) or						
					D	isposed						
					of	f (D)						
					(I	nstr. 3,						
					4,	and 5)						
										Amount		
										Amount		
							Date	Expiration	Ti+la	Or		
							Exercisable	Date	ritte	Number		
				C- 1-	3 7 ()	A) (D)				of		
				Code	V (F	A) (D)				Shares		

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 05/15/2007

**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).

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.

Reporting Owners 2