Edgar Filing: TRUSSELL ROBERT B JR - Form 4

TRUSSELI	L ROBERT B JR										
Form 4	2012										
January 31, FORN	ЛЛ		SECU				NCE	COMMERION	т	APPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287	
Check t if no lor	nger				DENEE				Expires:	January 31, 2005	
subject Section Form 4	CHAP		BENEF	ICIA	AL OW	NERSHIP OF	Estimate burden h response	d average ours per			
Form 5 obligation may con <i>See</i> Inst 1(b).	ons ntinue. Section 17(a) of the P	ublic U		ding Cor	npan	y Act of	e Act of 1934, f 1935 or Sectio 40	on		
(Print or Type	Responses)										
TRUSSELL ROBERT B JR S			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
		TEMPUR PEDIC INTERNATIONAL INC [TPX]					(Check all applicable)				
				of Earliest T Day/Year)	ransaction			_X_ Director 10% Owner Officer (give title Other (specify			
	PUR-PEDIC TIONAL INC., 1′ OX WAY		01/27/2	-				below)	below)		
(Street)				endment, D	-	ıl		6. Individual or Joint/Group Filing(Check			
LEXINGT	ON, KY 40511		Filed(Mc	onth/Day/Yea	r)			Applicable Line) _X_ Form filed by Form filed by Person			
(City)	(State)	(Zip)	Tah	ole I - Non-l	Derivative	Secu	rities Acc	juired, Disposed of	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	Title of ecurity2. Transaction Date (Month/Day/Year)2A. DeemedExecution Date, if		d Date, if	3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				5. Amount of Securities6.BeneficiallyForm:OwnedDirect (D)Following Reportedor IndirectReported(I)Transaction(s)(Instr. 4)		7. Nature of	
Common				Code V	Amount	or (D)	Price	(Instr. 3 and 4) 59,000	I	By RBT Investments	
Stock										LLC (1)	
Common Stock	01/27/2012			А	12,000	А	\$ 19.03	14,272	D		
Common Stock	01/27/2012			D	12,000	A	\$ 68.92 (2)	2,272	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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transactio		mber of ative	6. Date Exerce Expiration D		7. Title and A Underlying S		8 E
Security (Instr. 3)	or Exercise Price of Derivative Security	()	any (Month/Day/Year)			(Month/Day/Year)		(Instr. 3 and 4)		S (.	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 19.03	01/27/2012		М		12,000	(3)	10/23/2016	Common Stock	12,000	

Reporting Owners

Reporting Owner Name / Add	Relationships						
		Director	10% Owner	Officer	Other		
TRUSSELL ROBERT B JR C/O TEMPUR-PEDIC INTERNATI 1713 JAGGIE FOX WAY LEXINGTON, KY 40511	ONAL INC.	Х					
Signatures							
/s/ Bhaskar Rao, Attorney-in-fact	01/31/2012						
**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 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.

This price is the weighted average sale price for the transactions on this line. The price for the transactions reported on this line range(2) from \$68.78 to \$69.12. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

These options vested and became exercisable in a series of installments. The first installment, which consisted of 50% of the aggregate

(3) number of optiosn granted, vested on October 23, 2006. An additional 25% of the aggregate number of options granted vested and became exercisable on January 31, 2007 and April 30, 2007, respectively.

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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