

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 January 05, 2007

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 *
 Clift Matthew

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)
 01/03/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Ex. VP, Global Operations

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 or Price		
Common Stock	01/03/2007		M		11,667 A \$ 0 ⁽¹⁾	27,252	D
Common Stock	01/03/2007		S		3,050 ⁽²⁾ D \$ 20.93	24,202	D
Common Stock	01/03/2007		S		800 ⁽²⁾ D \$ 20.91	23,402	D
Common Stock	01/03/2007		S		200 ⁽²⁾ D \$ 20.92	23,202	D
	01/03/2007		S			22,002	D

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specific instructions to sell 8,166 shares on April 26, 2006, 5,250 shares on July 3, 2006, and 5,250 shares on January 2, 2007 at the market price on each sale date. The proceeds from the shares sold and to be sold pursuant to this trading plan are expected to be used to fund federal and state income taxes payable as the result of prior and future vesting of 70,000 restricted stock units of Tempur-Pedic International Inc. awarded for no consideration on December 1, 2004.

(3) The restricted stock units vest in six successive semi-annual installments commencing on July 1, 2005.

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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