TEMPUR PEDIC INTERNATIONAL INC
Form 4
January 28, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rao Bhaskar

(Last) (First) (Middle)

C/O TEMPUR-PEDIC INTERNATIONAL INC., 1000 TEMPUR WAY

(Street)

LEXINGTON, KY 40511

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TEMPUR PEDIC INTERNATIONAL INC [TPX]

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP Finance & CAO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/25/2013		M		26,200	A (1)	$ 20.27	26,200	D	
Common Stock	01/25/2013		M		35,000	A (1)	$ 27.58	61,200	D	
Common Stock	01/25/2013		M		20,000	A (1)	$ 11.76	81,200	D	
Common Stock	01/25/2013		M		10,000	A (1)	$ 6.14	91,200	D	
	01/25/2013		M		2,910			94,110	D	

Common Stock					A (1)	$ 28.39		
Common Stock	01/25/2013		S	94,110	D (1)	$ 41.97	0	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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	$ 20.27	01/25/2013		M			26,200	(2)	12/21/2016	Common Stock	26,200	
Stock Options	$ 27.58	01/25/2013		M			35,000	(3)	12/24/2017	Common Stock	35,000	
Stock Options	$ 11.76	01/25/2013		M			20,000	(4)	05/15/2018	Common Stock	20,000	
Stock Options	$ 6.14	01/25/2013		M			10,000	(5)	02/27/2019	Common Stock	10,000	
Stock Options	$ 28.39	01/25/2013		M			2,910	(6)	02/22/2020	Common Stock	2,910	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rao Bhaskar C/O TEMPUR-PEDIC INTERNATIONAL INC. 1000 TEMPUR WAY LEXINGTON, KY 40511			SVP Finance & CAO	

Signatures

/s/ Bhaskar Rao	01/28/2013
**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 exercised and sold in an open market transaction pursuant to a 10b5-1 trading plan adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

(2) These options vested in four equal installments beginning on December 21, 2007 and ending on December 21, 2010.

(3) These options vested in four equal installments beginning on December 24, 2008 and ending on December 24, 2011.

(4) These options vested in four equal installments beginning on May 15, 2009 and ending on May 15, 2012.

(5) These options vest in four equal installments beginning on February 27, 2010 and ending on February 27, 2013.

(6) These options vest in three equal installments beginning on February 22, 2011 and ending on February 22, 2013.

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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