

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 May 03, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
JOHNSON JEFFREY B

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)
 05/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Corp. Ctrl, CAO, Asst. Sec

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/01/2006 | | M | | 21,153 | A | \$ 1.52 (1) |
| Common Stock | 05/01/2006 | | M | | 848 | A | \$ 2.86 (1) |
| Common Stock | 05/01/2006 | | M | | 18,180 | A | \$ 2.86 (1) |
| Common Stock | 05/01/2006 | | S | | 5,000 | D | \$ 15.47 |
| | 05/01/2006 | | S | | 17,881 | D | \$ 15.5 |

Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

| | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 05/01/2006 | S | 5,000 | D | \$ 15.51 | 12,300 | D |
| Common Stock | 05/01/2006 | S | 5,000 | D | \$ 15.511 | 7,300 | D |
| Common Stock | 05/01/2006 | S | 5,800 | D | \$ 15.55 | 1,500 | D |
| Common Stock | 05/01/2006 | S | 1,500 | D | \$ 15.56 | 0 | D |

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)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 1.52 ⁽¹⁾ | 05/01/2006 | | M | 21,153 | ⁽²⁾ 11/01/2012 | Common Stock | 21,153 |
| Stock Option (right to buy) | \$ 2.86 ⁽¹⁾ | 05/01/2006 | | M | 848 | ⁽³⁾ 08/13/2013 | Common Stock | 848 |
| Stock Option (right to buy) | \$ 2.86 ⁽¹⁾ | 05/01/2006 | | M | 18,180 | ⁽⁴⁾ 09/30/2013 | Common Stock | 18,180 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON JEFFREY B C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY LEXINGTON, KY 40511 | | | VP, Corp. Ctrl, CAO, Asst. Sec | |

Signatures

/s/ William H. Poche, attorney-in-fact
05/03/2006

__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) Reflects rounding.

These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original aggregate number of options granted, vested on July 28, 2003. The remaining options vest and become exercisable in a series of twelve successive equal quarterly installments. The next of these installments will vest and become exercisable on August 1, 2006.

(3) These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original aggregate number of options granted, vested on August 13, 2004. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments. The next of these installments will vest and become exercisable on May 13, 2006.

(4) These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original aggregate number of options granted, vested on September 30, 2004. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments. The next of these installments will vest and become exercisable on June 30, 2006.

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.