

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 October 03, 2012

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 *
 Chieftain Capital Management, Inc.

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)
 510 MADISON AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/01/2012

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

NEW YORK, NY 10022

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

(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 \$0.001 par value | 10/01/2012 | | P | | 282,555 | A | \$ 30.436 (2) |
| | | | | | | | 1,733,305 (1) |
| Common Stock \$0.001 par value | 10/02/2012 | | P | | 111,055 | A | \$ 30.8583 (3) |
| | | | | | | | 1,844,360 (1) |
| Common Stock \$0.001 par value | 10/03/2012 | | P | | 134,800 | A | \$ 31.4964 (4) |
| | | | | | | | 1,979,160 (1) |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Chieftain Capital Management, Inc. 510 MADISON AVENUE NEW YORK, NY 10022 | | | X | |

Signatures

Chieftain Capital Management, Inc., By: /s/ Ralph J. Stuto, Chief Compliance Officer

10/03/2012

__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) Chieftain Capital Management, Inc. ("Chieftain") is deemed to be the beneficial owner of shares of Common Stock (the "Shares") of Tempur Pedic International (the "Issuer"), which are held for the benefit of Chieftain's clients in separately managed accounts. In addition, the principals of Chieftain hold Shares directly in their personal accounts. The number of Shares reported on this Form 3 represents the number of Shares over which Chieftain and its principals have a direct or indirect pecuniary interest. Chieftain and its principals disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

(2) Represents the weighted average price for transactions in a price range from \$ 29.91 to \$ 30.95 per share. Upon request of the SEC staff, the Issuer or a security holder of the Issuer, Chieftain will provide full information regarding the number of shares sold at each separate price.

(3)

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Represents the weighted average price for transactions in a price range from \$ 30.53 to \$ 31.17 per share. Upon request of the SEC staff, the Issuer or a security holder of the Issuer, Chieftain will provide full information regarding the number of shares sold at each separate price.

- (4) Represents the weighted average price for transactions in a price range from \$ 30.63 to \$ 31.755 per share. Upon request of the SEC staff, the Issuer or a security holder of the Issuer, Chieftain will provide full information regarding the number of shares sold at each separate price.

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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