

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 February 28, 2006

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 *
FRIEDMAN TULLY M

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)

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

C/O FRIEDMAN FLEISCHER & LOWE, ONE MARITIME PLAZA, 10TH FLOOR

02/27/2006

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

SAN FRANCISCO, CA 94111

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/27/2006		S	2,900	D \$ 11.67	889,176	D
Common Stock	02/27/2006		S	20,100	D \$ 11.68	869,076	D
Common Stock	02/27/2006		S	17,600	D \$ 11.69	851,476	D
Common Stock	02/27/2006		S	42,000	D \$ 11.7	809,476	D
	02/27/2006		S	7,800	D	801,676	D

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Common Stock					\$ 11.71		
Common Stock	02/27/2006	S	18,000	D	\$ 11.72	783,676	D
Common Stock	02/27/2006	S	13,700	D	\$ 11.73	769,976	D
Common Stock	02/27/2006	S	28,100	D	\$ 11.74	741,876	D
Common Stock	02/27/2006	S	206,100	D	\$ 11.75	535,776	D
Common Stock	02/27/2006	S	47,500	D	\$ 11.76	488,276	D
Common Stock	02/27/2006	S	44,900	D	\$ 11.77	443,376	D
Common Stock	02/27/2006	S	50,700	D	\$ 11.78	392,676	D
Common Stock	02/27/2006	S	32,700	D	\$ 11.79	359,976	D
Common Stock	02/27/2006	S	61,600	D	\$ 11.8	298,376	D
Common Stock	02/27/2006	S	6,300	D	\$ 11.81	292,076	D
Common Stock	02/28/2006	S	15,800	D	\$ 11.7	276,276	D
Common Stock	02/28/2006	S	1,500	D	\$ 11.71	274,776	D
Common Stock	02/28/2006	S	17,600	D	\$ 11.72	257,176	D
Common Stock	02/28/2006	S	31,600	D	\$ 11.75	225,576	D
Common Stock	02/28/2006	S	6,100	D	\$ 11.76	219,476	D
Common Stock	02/28/2006	S	53,600	D	\$ 11.77	165,876	D
Common Stock	02/28/2006	S	21,076	D	\$ 11.78	144,800	D
Common Stock	02/28/2006	S	41,300	D	\$ 11.79	103,500	D
Common Stock	02/28/2006	S	3,500	D	\$ 11.8	100,000	D

