

TEMPUR PEDIC INTERNATIONAL INC

Form 4

July 06, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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

(Last) (First) (Middle)

C/O TEMPUR-PEDIC  
INTERNATIONAL INC.

(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)  
07/03/20064. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
Ex. VP, Global Operations6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                         |
| Common<br>Stock                       | 07/03/2006                              |                                                             | M                                       |                                                                         | 11,667                                                                                                             | A \$ 0 <sup>(1)</sup>                                                | 26,835 D                                |
| Common<br>Stock                       | 07/03/2006                              |                                                             | S                                       |                                                                         | 450 <sup>(2)</sup>                                                                                                 | D \$<br>13.26                                                        | 26,385 D                                |
| Common<br>Stock                       | 07/03/2006                              |                                                             | S                                       |                                                                         | 4,800<br><sup>(2)</sup>                                                                                            | D \$<br>13.25                                                        | 21,585 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**SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8.              |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 07/03/2006                              |                                                             | M                                       |                                                                                                              | 11,667                                                         |     | (3)                                                                 | (3)                | Common<br>Stock | 11,667                              |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships                    |
|-----------------------------------------------------------------------------|----------------------------------|
|                                                                             | Director 10% Owner Officer Other |
| Clift Matthew<br>C/O TEMPUR-PEDIC INTERNATIONAL INC.<br>LEXINGTON, KY 40511 | Ex. VP, Global Operations        |

## Signatures

/s/ William H. Poche,  
attorney-in-fact

07/06/2006

    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) Each restricted stock unit represents a contingent right to receive one share of Tempur-Pedic International Inc. common stock. The restricted stock units were awarded as a grant for no consideration.
- The shares were sold pursuant to a Rule 10b5-1 trading plan dated March 8, 2006 and adopted by the Reporting Person in order to cause the applicable sales to fall within the scope of Rule 10b5-1 under the Securities Exchange Act of 1934 as amended. The plan contains 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.
- (2) 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. 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.