

TEMPUR PEDIC INTERNATIONAL INC

Form 4

February 11, 2008

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TRUSSELL ROBERT B JR

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)

C/O TEMPUR-PEDIC
INTERNATIONAL INC., 1713
JAGGIE FOX WAY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2007

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

LEXINGTON, KY 40511

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 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	02/27/2007		P		490	A \$ 25.062 (1)	490 I By the Martha O. Trussell Rev. Trust (2)
Common Stock	03/12/2007		P		235	A \$ 25.726 (1)	725 I By the Martha O. Trussell Rev. Trust (2)

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Common Stock	04/12/2007	P	635	A	\$ 26.774 (1)	1,360	I	By the Martha O. Trussell Rev. Trust (2)
Common Stock	04/12/2007	P	1,220	A	\$ 26.774 (1)	2,580	I	By the Martha O. Trussell Rev. Trust (2)
Common Stock	08/09/2007	S	1,945	D	\$ 30.279 (1)	635	I	By the Martha O. Trussell Rev. Trust (2)
Common Stock	10/24/2007	S	635	D	\$ 35.713 (1)	0	I	By the Martha O. Trussell Rev. Trust (2)

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

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

TRUSSELL ROBERT B JR
C/O TEMPUR-PEDIC INTERNATIONAL INC.
1713 JAGGIE FOX WAY
LEXINGTON, KY 40511

X

Signatures

/s/ Dale E. Williams,
Attorney-in-fact

02/11/2008

__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 assets of the Martha O. Trussell Revocable Trust UAD 11/05/2003 (the "Trust") were placed under management with a financial services company, which placed the assets with a third party financial adviser with authorization to make investment decisions on behalf of the Trust. While under management with the third party financial adviser, the adviser engaged in the transactions reported herein on behalf of the Trust without the knowledge or the authorization of the reporting person. The reporting person's sale of Tempur-Pedic International Inc. common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, in that the purchases of February 27, 2007, March 12, 2007 and April 12, 2007 were all matchable against the sale of August 9, 2007. The reporting person has paid to Tempur-Pedic International Inc. \$14,570.64, representing the full amount of the profit realized connection with these transactions.

(2) The reporting person and his spouse are trustees of the Trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purpose.

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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