

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 January 27, 2011

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 *
HEIL JOHN

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)
 01/26/2011

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

C/O UNITED PET GROUP, INC., 7794 FIVE MILE RD, SUITE 190

(Street)

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

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

CINCINNATI, OH 45230

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/26/2011		M		2,000	A	\$ 15.97
Common Stock	01/26/2011		M		13,200	A	\$ 11.28
Common Stock	01/26/2011		M		17,600	A	\$ 13.74
Common Stock	01/26/2011		S		9,600	D	\$ 44.24

(1)

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Common					\$			
Stock	01/27/2011		S	9,775	D	43.94	14,625	D
						<u>(2)</u>		

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.

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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. Amount or Number of Shares
Stock Option	\$ 15.97	01/26/2011		M	2,000	<u>(3)</u> 03/07/2018	Common Stock	2,000
Stock Option	\$ 11.28	01/26/2011		M	13,200	<u>(4)</u> 05/06/2018	Common Stock	13,200
Stock Option	\$ 13.74	01/26/2011		M	17,600	<u>(5)</u> 05/05/2019	Common Stock	17,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HEIL JOHN
C/O UNITED PET GROUP, INC.
7794 FIVE MILE RD, SUITE 190
CINCINNATI, OH 45230

X

Signatures

/s/ Bhaskar Rao,
Attorney-in-fact

01/27/2011

 **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) This price is the weighted average sale price for the transactions on this line. The price for the transactions reported on this line range from \$44.23 to \$44.24. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) This price is the weighted average sale price for the transactions on this line. The price for the transactions reported on this line range from \$43.90 to \$44.05. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) These options vested on May 6, 2008.

(4) These options vested in four equal installments on the following dates: July 31, 2008, October 31, 2008, January 31, 2009 and April 30, 2009.

(5) These options vested in four equal installments on the following dates: July 31, 2009, October 31, 2009, January 31, 2010 and April 30, 2010.

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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