

TEMPUR PEDIC INTERNATIONAL INC

Form 4

March 29, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIEDMAN TULLY M

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**TEMPUR PEDIC
INTERNATIONAL INC [TPX]**

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2006

4. 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)

6. 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 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	03/28/2006		S		17,500	D \$ 13.9	82,500 D
Common Stock	03/28/2006		S		7,400	D \$ 13.91	75,100 D
Common Stock	03/28/2006		S		4,200	D \$ 13.92	70,900 D
Common Stock	03/28/2006		S		22,300	D \$ 13.93	48,600 D
	03/28/2006		S		7,000	D	41,600 D

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Common Stock						\$ 13.94		
Common Stock	03/28/2006	S	2,800	D	\$ 13.95	38,800	D	
Common Stock	03/28/2006	S	7,800	D	\$ 13.96	31,000	D	
Common Stock	03/28/2006	S	7,500	D	\$ 13.97	23,500	D	
Common Stock	03/28/2006	S	2,700	D	\$ 13.98	20,800	D	
Common Stock	03/28/2006	S	600	D	\$ 13.99	20,200	D	
Common Stock	03/28/2006	S	3,800	D	\$ 14	16,400	D	
Common Stock	03/28/2006	S	2,800	D	\$ 14.01	13,600	D	
Common Stock	03/28/2006	S	4,200	D	\$ 14.02	9,400	D	
Common Stock	03/28/2006	S	2,800	D	\$ 14.03	6,600	D	
Common Stock	03/28/2006	S	1,900	D	\$ 14.04	4,700	D	
Common Stock	03/28/2006	S	1,800	D	\$ 14.05	2,900	D	
Common Stock	03/28/2006	S	1,300	D	\$ 14.06	1,600	D	
Common Stock	03/28/2006	S	1,000	D	\$ 14.07	600	D	
Common Stock	03/28/2006	S	600	D	\$ 14.09	0	D	

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(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
FRIEDMAN TULLY M C/O FRIEDMAN FLEISCHER & LOWE ONE MARITIME PLAZA, 10TH FLOOR SAN FRANCISCO, CA 94111	X			

Signatures

/s/ Tully M.
Friedman

03/28/2006

**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).

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.