

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 February 07, 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 *
 Clift Matthew

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)
 02/03/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Global Operations

LEXINGTON, KY 40511
 (City) (State) (Zip)

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

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	Price	
Common Stock	02/03/2011		M	50,000	\$ 19.3	73,834	D
Common Stock	02/03/2011		S	50,000	\$ 43.6216	23,834	D
Common Stock	02/04/2011		M	50,000	\$ 19.3	73,834	D
Common Stock	02/04/2011		S	50,000	\$ 44.99	23,834	D

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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 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	\$ 19.3	02/03/2011		M	50,000	⁽³⁾ 12/01/2014	Common Stock	50,000
Stock Option	\$ 19.3	02/04/2011		M	50,000	⁽³⁾ 12/01/2014	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Clift Matthew
C/O TEMPUR-PEDIC INTERNATIONAL INC.
1713 JAGGIE FOX WAY
LEXINGTON, KY 40511

EVP, Global Operations

Signatures

/s/ Bhaskar Rao, 02/07/2011
Attorney-in-Fact

__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 shares were sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person and effective on February 1, 2011 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 Rule 10b5-1 trading plan contains specific instructions to sell shares pursuant to the exercise of options if the price of the Issuer's common stock exceeds a pre-determined price per share.

(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 \$43.50 to \$43.79. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission,

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the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Twenty-five percent of the total aggregate number of options granted became exercisable on December 1, 2005. The remaining options became fully vested pursuant to a stock sale restriction agreement dated December 15, 2005 between the reporting person and the issuer.

- (3) The agreement restricts the reporting person's sale of common stock purchased pursuant to this option, which restriction lapses in twelve successive equal quarterly installments, which began on March 1, 2006. All restrictions lapsed by December 1, 2008.

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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