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TEMPUR PEDIC INTERNATIONAL INC

Form 4

October 04, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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 See Instruction

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

TEMPUR PEDIC

INTERNATIONAL INC [TPX]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

10/02/2006

_X__ Director Officer (give title

10% Owner Other (specify

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

(Street)

(State)

4. If Amendment, Date Original

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

(Zin)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LEXINGTON, KY 40511

(City)

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
Common Stock	10/02/2006				. ,		1,159,229	I	By RBT Investments, LLC	
Common Stock	10/02/2006		S	1,600 (1)	D	\$ 17.17	1,157,629	I	By RBT Investments, LLC	
Common Stock	10/02/2006		S	1,300 (1)	D	\$ 17.18	1,156,329	I	By RBT Investments, LLC	

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Common Stock	10/02/2006	S	1,400 (1)	D	\$ 17.21	1,154,929	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	1,400 (1)	D	\$ 17.22	1,153,529	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	1,600 (1)	D	\$ 17.24	1,151,929	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	3,300 (1)	D	\$ 17.25	1,148,629	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	1,300 (1)	D	\$ 17.26	1,147,329	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	700 (1)	D	\$ 17.28	1,146,629	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	1,100 (1)	D	\$ 17.29	1,145,529	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	4,200 (1)	D	\$ 17.31	1,141,329	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	2,400 (1)	D	\$ 17.32	1,138,929	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	2,200 (1)	D	\$ 17.33	1,136,729	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	1,500 (1)	D	\$ 17.34	1,135,229	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	1,400 (1)	D	\$ 17.36	1,133,829	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	6,300 (1)	D	\$ 17.37	1,127,529	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	7,900 (1)	D	\$ 17.38	1,119,629	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	11,800 (1)	D	\$ 17.39	1,107,829	I	By RBT Investments,

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								LLC
Common Stock	10/02/2006	S	7,600 (1)	D	\$ 17.4	1,100,229	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	9,600 (1)	D	\$ 17.41	1,090,629	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	9,100 (1)	D	\$ 17.42	1,081,529	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	3,800 (1)	D	\$ 17.43	1,077,729	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	4,200 (1)	D	\$ 17.44	1,073,529	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	3,000 (1)	D	\$ 17.45	1,070,529	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	2,500 (1)	D	\$ 17.46	1,068,029	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	3,300 (1)	D	\$ 17.47	1,064,729	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	1,700 (1)	D	\$ 17.48	1,063,029	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	15,000 (1)	D	\$ 17.49	1,048,029	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	12,000 (1)	D	\$ 17.5	1,036,029	I	By RBT Investments, LLC
Common Stock	10/02/2006	S	400 (1)	D	\$ 17.51	1,035,629	I	By RBT Investments, LLC

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	nd	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyii	ng	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	S	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 a	and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
						Date	Expiration	or Title Nu	ımber		
						Exercisable	Date	of			
				Code V	(A) (D)				ares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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



Signatures

/s/ William Poche, Attorney in Fact 10/04/2006

**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).

The shares were sold pursuant to a Rule 10b5-1 trading plan dated June 23, 2006 and adopted by RBT Investments, LLC, 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, subject to certain limitations, 125,000 shares on the first trading day of each month from August 2006 until December 2006, at the market price on each sale date. The plan was adopted for estate and tax planning purposes. The reporting person and his spouse control the investment and voting decisions of RBT Investments, LLC indirectly as trustees of the members of RBT Management, LLC, the manager for RBT Investments, LLC.

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.

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