

TEMPUR PEDIC INTERNATIONAL INC  
 Form 4  
 April 23, 2010

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**Rao Bhaskar**

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)  
**04/21/2010**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP Strat Plng, Corp Dev & CAO**

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

(Street)

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

**LEXINGTON, KY 40511**

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/21/2010		M		9,463	<u>A</u> (1)	\$ 10.66
Common Stock	04/21/2010		M		4,400	<u>A</u> (1)	\$ 12.37
Common Stock	04/21/2010		M		9,350	<u>A</u> (1)	\$ 14.77
Common Stock	04/21/2010		M		8,800	<u>A</u> (1)	\$ 20.27
	04/21/2010		M		5,000		\$ 11.76

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Common Stock				<u>A</u> (1)			
Common Stock	04/21/2010	M	5,000	<u>A</u> (1)	\$ 6.14	42,013	D
Common Stock	04/21/2010	S	42,013	<u>D</u> (1)	\$ (2) 33.6994	0	D
Common Stock	04/23/2010	M	10,000	<u>A</u> (1)	\$ 19.22	10,000	D
Common Stock	04/23/2010	M	4,300	<u>A</u> (1)	\$ 12.37	14,300	D
Common Stock	04/23/2010	M	2,500	<u>A</u> (1)	\$ 11.76	16,800	D
Common Stock	04/23/2010	S	16,800	<u>D</u> (1)	\$ 35.9	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 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 10.66	04/21/2010		M	9,463	<u>(3)</u>	10/25/2015	Common Stock	9,463
Stock Option	\$ 12.37	04/21/2010		M	4,400	<u>(4)</u>	12/15/2015	Common Stock	4,400
Stock Option	\$ 14.77	04/21/2010		M	9,350	<u>(5)</u>	05/11/2016	Common Stock	9,350
Stock Option	\$ 20.27	04/21/2010		M	8,800	<u>(6)</u>	12/21/2016	Common Stock	8,800
Stock	\$ 11.76	04/21/2010		M	5,000	<u>(7)</u>	05/15/2018	Common	5,000

Option								Stock	
Stock Option	\$ 6.14	04/21/2010	M	5,000	(8)	02/27/2019	Common Stock	5,000	
Stock Option	\$ 19.22	04/23/2010	M	10,000	(9)	05/02/2015	Common Stock	10,000	
Stock Option	\$ 12.37	04/23/2010	M	4,300	(4)	12/15/2015	Common Stock	4,300	
Stock Option	\$ 11.76	04/23/2010	M	2,500	(7)	05/15/2018	Common Stock	2,500	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rao Bhaskar C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY LEXINGTON, KY 40511			SVP Strat Plng, Corp Dev & CAO	

## Signatures

/s/ Bhaskar Rao                      04/23/2010

\_\_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 on October 23, 2009 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 \$33.41 to \$33.90. 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 vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original aggregate number of options granted, vested on October 25, 2006. The remaining options vested in a series of twelve successive equal quarterly installments.

(4) This stock option vests in four equal annual installments starting on the first anniversary date of the grant, or December 15, 2006.

(5) This stock option vests in four equal annual installments starting on the first anniversary date of the grant, or May 11, 2007.

(6) This stock option vests in four equal annual installments starting on the first anniversary date of the grant, or December 21, 2007.

(7) This stock option vests in four equal annual installments starting on the first anniversary date of the grant, or May 15, 2009.

(8) This stock option vests in four equal annual installments starting on the first anniversary date of the grant, or February 24, 2010.

(9) These options became fully vested pursuant to a stock sale restriction agreement dated December 15, 2005 between the reporting person and the issuer. The agreement restricts the reporting person's sale of common stock purchased pursuant to this option. All restrictions lapsed by May 2, 2009.

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