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TEMPUR PEDIC INTERNATIONAL INC

Form 4 May 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * JOHNSON JEFFREY B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

TEMPUR PEDIC INTERNATIONAL INC [TPX]

3. Date of Earliest Transaction

Director 10% Owner Other (specify _X__ Officer (give title

(Check all applicable)

(Month/Day/Year) 05/01/2006

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

(First)

(Street) 4. If Amendment, Date Original VP, Corp. Ctrl, CAO, Asst. Sec

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

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

LEXINGTON, KY 40511

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	ired, Disposed of	, or Beneficial	ly 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. Securit DID DISPOS (Instr. 3,	ed of	` ′	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	05/01/2006		M	21,153	A	\$ 1.52 (1)	21,153	D	
Common Stock	05/01/2006		M	848	A	\$ 2.86 (1)	22,001	D	
Common Stock	05/01/2006		M	18,180	A	\$ 2.86 (1)	40,181	D	
Common Stock	05/01/2006		S	5,000	D	\$ 15.47	35,181	D	
	05/01/2006		S	17,881	D	\$ 15.5	17,300	D	

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Common Stock						
Common Stock	05/01/2006	S	5,000	D	\$ 15.51 12,300	D
Common Stock	05/01/2006	S	5,000	D	\$ 7,300 15.511	D
Common Stock	05/01/2006	S	5,800	D	\$ 15.55 1,500	D
Common Stock	05/01/2006	S	1,500	D	\$ 15.56 0	D

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

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SEC 1474 (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 orDerivative 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 II S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 1.52 <u>(1)</u>	05/01/2006		M	21,153	<u>(2)</u>	11/01/2012	Common Stock	21,153	5
Stock Option (right to buy)	\$ 2.86 (1)	05/01/2006		M	848	(3)	08/13/2013	Common Stock	848	5
Stock Option (right to buy)	\$ 2.86 (1)	05/01/2006		M	18,180	<u>(4)</u>	09/30/2013	Common Stock	18,180	3

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer

Other

JOHNSON JEFFREY B C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY LEXINGTON, KY 40511

VP, Corp. Ctrl, CAO, Asst. Sec

Signatures

/s/ William H. Poche, attorney-in-fact

05/03/2006

**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).
- (1) Reflects rounding.
- These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original (2) aggregate number of options granted, vested on July 28, 2003. The remaining options vest and become exercisable in a series of twelve successive equal quarterly installments. The next of these installments will vest and become exercisable on August 1, 2006.
- 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 August 13, 2004. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments. The next of these installments will vest and become exercisable on May 13, 2006.
- These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original (4) aggregate number of options granted, vested on September 30, 2004. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments. The next of these installments will vest and become exercisable on June 30, 2006.

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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