Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

TEMPUR PEDIC INTERNATIONAL INC

Form 4

February 08, 2007

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

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Clift Matthew Issuer Symbol TEMPUR PEDIC (Check all applicable) INTERNATIONAL INC [TPX] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O TEMPUR-PEDIC 12/15/2005 Ex. VP, Global Operations **INTERNATIONAL INC., 1713** JAGGIE FOX WAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

LEXINGTON, KY 40511

(State)

(Zip)

(City)

(City)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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 the Beneficial Ownership (Instr. 4)			
Common Stock	02/06/2007		Code V M	Amount 37,500	(D)	Price \$ 12.37	59,502	D		
Common Stock	02/06/2007		S	37,500 (1)	D	\$ 25.01	22,002	D		

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

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. 5. Number of TransactiorDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)		
	Š			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Numl Share
Stock Option (right to buy) (2)	\$ 12.37	12/15/2005		A	150,000	(- /	(3)	12/15/2015	Common Stock	150
Stock Option (right to buy)	\$ 12.37	02/06/2007		M		37,500	<u>(3)</u>	12/15/2015	Common Stock	37,

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

Ex. VP, Global Operations

Signatures

/s/ William H. Poche, Attorney-in-fact 02/08/2007

**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 January 31, 2007 and adopted by the reporting person in order to cause (1) the applicable sales to fall within the scope of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. The 10b5-1 trading plan contains specific instructions to sell shares pursuant to the exercise of options between January 31, 2007 through August 31, 2007.
- This stock option grant was reported on a Current Report on Form 8-K filed with the SEC by the issuer on December 21, 2005 and the issuer's proxy statement filed with the SEC on April 28, 2006. The reporting person inadvertently did not report this stock option grant in December 2005 on a Form 4.
- These options vest and become exercisable in a series of successive equal yearly installments. The first installment, which consisted of (3) 25% of the aggregate number of options granted, vested on December 15, 2006, and 25% of the remaining options will vest each year thereafter until December 15, 2009.

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.

Reporting Owners 2