#### Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

TEMPUR PEDIC INTERNATIONAL INC Form 4 February 20, 2007 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 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 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 WILLIAMS DALE E 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) below) C/O TEMPUR-PEDIC 02/15/2007 Sr. VP, CFO & Secretary **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 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of 6. Indirect Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial anv (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership (Instr. 4) Following or Indirect Reported  $(\mathbf{I})$ (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Price Amount (D) Common \$ 2.38 384,891 D 02/15/2007 M 342,891 Α Stock Common 02/15/2007 S 200D \$ 25.8 384.691 D Stock Common S 379,991 D 02/15/2007 4,700 D 25.82 Stock Common D 02/15/2007 S 300 379,691 D 25.83 Stock

S

300

D

379,391

D

02/15/2007

				\$ 25.84
02/15/2007	S	13,400	D	\$ 365,991 D
02/15/2007	S	6,000	D	\$ 359,991 D
02/15/2007	S	9,400	D	\$ 350,591 D
02/15/2007	S	9,900	D	\$ 340,691 D
02/15/2007	S	16,400	D	\$ 324,291 D
02/15/2007	S	7,200	D	\$ 25.9 317,091 D
02/15/2007	S	2,900	D	\$ 314,191 D
02/15/2007	S	7,100	D	\$ 307,091 D
02/15/2007	S	15,210	D	\$ 291,881 D
02/15/2007	S	37,800	D	\$ 25.94 254,081 D
02/15/2007	S	8,000	D	\$ 246,081 D
02/15/2007	S	300	D	\$ 245,781 D
02/15/2007	S	1,400	D	\$ 244,381 D
02/15/2007	S	790	D	\$ 243,591 D
02/15/2007	S	304	D	\$ 243,287 D
02/15/2007	S	2,000	D	\$ 241,287 D
02/15/2007	S	100	D	\$26.1 241,187 D
	02/15/2007 02/15/2007 02/15/2007 02/15/2007 02/15/2007 02/15/2007 02/15/2007 02/15/2007 02/15/2007 02/15/2007 02/15/2007	02/15/2007 S   02/15/2007 S <td>02/15/2007S6,00002/15/2007S9,40002/15/2007S9,90002/15/2007S16,40002/15/2007S7,20002/15/2007S2,90002/15/2007S7,10002/15/2007S15,21002/15/2007S37,80002/15/2007S30002/15/2007S30002/15/2007S1,40002/15/2007S30402/15/2007S30402/15/2007S2,000</td> <td>02/15/2007 S 6,000 D   02/15/2007 S 9,400 D   02/15/2007 S 9,900 D   02/15/2007 S 16,400 D   02/15/2007 S 7,200 D   02/15/2007 S 7,200 D   02/15/2007 S 2,900 D   02/15/2007 S 7,100 D   02/15/2007 S 15,210 D   02/15/2007 S 37,800 D   02/15/2007 S 300 D   02/15/2007 S 1,400 D   02/15/2007 S 304 D   02/15/2007 S 304 D   02/15/2007 S 304 D   02/15/2007 S 304 D</td>	02/15/2007S6,00002/15/2007S9,40002/15/2007S9,90002/15/2007S16,40002/15/2007S7,20002/15/2007S2,90002/15/2007S7,10002/15/2007S15,21002/15/2007S37,80002/15/2007S30002/15/2007S30002/15/2007S1,40002/15/2007S30402/15/2007S30402/15/2007S2,000	02/15/2007 S 6,000 D   02/15/2007 S 9,400 D   02/15/2007 S 9,900 D   02/15/2007 S 16,400 D   02/15/2007 S 7,200 D   02/15/2007 S 7,200 D   02/15/2007 S 2,900 D   02/15/2007 S 7,100 D   02/15/2007 S 15,210 D   02/15/2007 S 37,800 D   02/15/2007 S 300 D   02/15/2007 S 1,400 D   02/15/2007 S 304 D   02/15/2007 S 304 D   02/15/2007 S 304 D   02/15/2007 S 304 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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. Transactio 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options (right to buy) (1)	\$ 2.38 <u>(2)</u>	02/15/2007		М		342,891	(3)	07/07/2013	Common Stock	342,891

# **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Relationships Officer Sr. VP, CFO & Secretary	Other
WILLIAMS DALE E C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY LEXINGTON, KY 40511			Sr. VP, CFO & Secretary	
Signatures				

### 'y'

Reporting Person

/s/ Dale E. 02/20/2007 Williams \*\*Signature of 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 reporting person exercised the stock option in order to receive the benefits of retaining ownership of the underlying common stock. (1) The proceeds from the sale of the shares will be used to pay for the exercise price of the stock option and estimated federal and state taxes payable as a result of the exercise.
- (2) Reflects rounding.

These options vest and become exercisable in a series of installments. The first installment, which consisted of 10% of the total aggregate number of options granted, vested on October 27, 2003. An additional 15% of the original aggregate number of options granted vested (3) and became exercisable on July 7, 2004. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments, beginning on October 7, 2004.

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.