FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APP	ROVAL
OMB Number:	3235-0287
Estimated average h	nurden

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP hours per response: 0.5 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     HEIL JOHN						2. Issuer Name and Ticker or Trading Symbol TEMPUR PEDIC INTERNATIONAL INC [ TPX ]									(Ch	eck all a <sub>l</sub> X Dire	oplio ecto cer	cable) or (give title	ig Per	son(s) to Is: 10% O Other ( below)	wner	
(Last) (First) (Middle)  C/O SPECTRUM BRANDS, INC.  SIX CONCOURSE PARKWAY, SUITE 3300					3. Date of Earliest Transaction (Month/Day/Year) 05/04/2010										Del	Jvv)			below)			
(Street) ATLAN	ΓA G.	A	30328 (Zip)		4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	e) <mark>X</mark> Foi Foi	dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person							
(Oily)				Davis			i	- ^ -	!				4	<b></b>		l O						$\dashv$
1. Title of Security (Instr. 3) 2. To Date				2. Trans Date (Month/	action	ear)	2A. Deemed Execution Date, if any (Month/Day/Year		3. Tran	3. Transaction Code (Instr.		5)		(A) or	5. An Secu Bene Own Repo	5. Amount of Securities Beneficially Owned Following Reported		Form (D) o	vnership n: Direct r Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Cod	∍ V		Amount	(A) or (D)		Price	Transaction(s) (Instr. 3 and 4)						
Common Stock 05/0			05/04	4/201	/2010			A			1,200 A		A	(1)	1,200		200		D			
		7	able II - D						uired, s, optic							Owne	d					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution I if any (Month/Day	Date,	4. Transaction Code (Instr 8)		5. Num of Deriva Securi Acquir (A) or Dispos of (D) (Instr. and 5)	itive ities red sed 3, 4	6. Date Exercisa Expiration Date (Month/Day/Year				7. Title and Amount of Securities Underlying Derivative Secur (Instr. 3 and 4)			8. Price Derivati Security (Instr. 5)	ve	9. Number derivative Securities Beneficial Owned Following Reported Transaction (Instr. 4)	s B Ily	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	rect cial ship
					Code	v	(A)	(D)	Date Exercisa	ıble	Exp Dat	piration te	Title	O N O	umber							
Stock Options (right to buy)	\$33.33	05/04/2010			A		2,644		(2)	Ì	05/	04/2020	Commo		2,644	\$0		2,644		D		

### **Explanation of Responses:**

1. Each deferred stock unit represents the right to receive one share of common stock of the issuer at the end of the deferral period described below. The deferred stock units vest in four equal installments on July 31, 2010, October 31, 2010, January 31, 2011 and April 30, 2011. The vested shares will be delivered to the reporting person on May 4, 2013, unless an election is made by the reporting person to defer receipt of such shares to a later date.

2. These securities vest in four equal installments on the following dates: July 31, 2010, October 31, 2010, January 31, 2011 and April 30, 2011.

#### Remarks:

/s/ Dale E. Williams, Attorney-05/06/2010

\*\* Signature of Reporting Person Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

### TEMPUR-PEDIC INTERNATIONAL INC.

#### **POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Mark A. Sarvary, Dale E. Williams, Lou Hedrick Jones, and Bhaskar Rao, each individually, as the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Tempur-Pedic International Inc. (the "<u>Company</u>"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact, or such attorneys-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

By this Power of Attorney, the undersigned hereby revokes all prior Powers of Attorney authorizing any person to sign any documents in the name of the undersigned related to Section 16 and the Company.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of February, 2010.

Signature:	/s/ John A. Heil
Print	John A. Heil
Name:	
Name:	