

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No. __)**

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

TEMPUR-PEDIC INTERNATIONAL INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- (1) Amount previously paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

***** Exercise Your *Right to Vote* *****
IMPORTANT NOTICE Regarding the Availability of Proxy Materials

□ 0; Meeting Information
□ 0; Meeting Type: Annual Meeting
TEMPUR-PEDIC INTERNATIONAL, INC.
□ 0; Date: Time: May 04, 2010 10:00 AM EDT
□ 0; Location: Offices of Bingham McCutchen
□ 0; One Federal Street, 13th Floor

For holders as of: March 05, 2010

Boston, MA 02110

You are receiving
shares in the above

this communication because you hold
named company.

TEMPUR-PEDIC INTERNATIONAL, INC.
1713 JAGGIE FOX WAY
LEXINGTON, KY 40511

ballot. You cannot use this notice to vote
communication presents only an
more complete proxy materials that are
the Internet. You may view the proxy
www.proxyvote.com or easily request a
reverse side).

access and review all of the
information contained in the proxy materials

This is not a
these shares. This
overview of the
available to you on
materials online at
paper copy (see

We encourage you to
important
before voting.

**t h e r e v e r s e s i d e o f t h i s n o t i c e t o o b t a i n
m a t e r i a l s a n d v o t i n g i n s t r u c t i o n s .**

**S e e
p r o x y**



Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Form 10-K 2. Notice & Proxy Statement

How to View Online:

Have the 12-Digit Control Number available (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) **BY INTERNET:** www.proxyvote.com

2) **BY TELEPHONE:** 1-800-579-1639

3) **BY E-MAIL*:** sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the 12-Digit Control Number (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 20, 2010 to facilitate timely delivery.

How To Vote

Please Choose One of The Following Voting Methods

Vote In Person:

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

Vote By Internet:

To vote now by Internet, go to www.proxyvote.com. Have the 12 Digit Control Number available and follow the instructions.

Vote By Mail:

You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting items

**The Board of Directors recommends you
vote FOR the following proposal(s):**

1. Election of Directors

Nominees

1a Mark Sarvary

1b Evelyn Dilsaver

1c Francis A. Doyle

1d John Heil

1e Peter K. Hoffman

1f Sir Paul Judge

1g Nancy F. Koehn

1h Christopher A. Masto

1i P. Andrews McLane

1j Robert B. Trussell, Jr.

**The Board of Directors recommends you
vote FOR the following proposal(s):**

**2. RATIFICATION OF ERNST & YOUNG LLP AS
INDEPENDENT AUDITORS**

**3. PROPOSAL TO APPROVE THE COMPANY'S
AMENDED AND RESTATED ANNUAL INCENTIVE
BONUS PLAN FOR SENIOR EXECUTIVES**
