

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Rao Bhaskar</u>	2. Date of Event Requiring Statement (Month/Day/Year) 05/31/2006	3. Issuer Name and Ticker or Trading Symbol <u>TEMPUR PEDIC INTERNATIONAL INC [ TPX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CAO &amp; VP of Strategic Planning</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>1713 JAGGIE FOX WAY</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>LEXINGTON KY 40511</u>			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(1)	05/02/2015	Common Stock	25,000	19.22	D	
Stock Option (right to buy)	(2)	10/25/2015	Common Stock	25,000	10.66	D	
Stock Option (right to buy)	(3)	12/14/2015	Common Stock	35,000	12.37	D	
Stock Option (right to buy)	(4)	05/11/2016	Common Stock	25,000	14.77	D	

## Explanation of Responses:

- These options are fully vested and exercisable as of December 15, 2005, pursuant to a Stock Sale Restriction Agreement, dated December 15, 2005 ("Agreement"), between Tempur Pedic International Inc. and Bhaskar Rao. Such Agreement also provides that if exercised, the shares acquired thereunder will be subject to certain restrictions on transfer, such restrictions to be removed in a series of installments. The first installment, which consisted of 25% of the original aggregate number of options granted, became transferable on May 2, 2006. The remaining shares shall become transferable in a series of twelve successive equal quarterly installments. The next of these installments will occur on August 2, 2006.
- These options vest and become exercisable in a series of installments. The first installment, which consists of 25% of the original aggregate number of options granted, will vest on October 25, 2006. 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 January 25, 2006.
- These options vest and become exercisable in a series of installments. The first installment, which consists of 25% of the original aggregate number of options granted, will vest on December 15, 2006. The remaining options vest and become exercisable in a series of three equal annual installments. The next of these installments will vest and become exercisable on December 15, 2007.
- These options vest and become exercisable in a series of installments. The first installment, which consists of 25% of the original aggregate number of options granted, will vest on May 11, 2007. The remaining options vest and become exercisable in a series of three equal annual installments. The next of these installments will vest and become exercisable on May 11, 2008.

## Remarks:

Exhibit List: Exhibit 24. Power of Attorney

/s/Bhaskar Rao06/01/2006

\*\* 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 5 (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.

**POWER OF ATTORNEY**

**(Section 16 Filings)**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of H. Thomas Bryant, Dale E. Williams and William H. Poche, signing singly, the undersigned's true and lawful attorney-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 "Company"), 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 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 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 attorney-in-fact, or such attorney-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 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.

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 the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of May, 2006.

Signature: /s/Bhaskar Rao

Print Name: Bhaskar Rao