

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>FOGG DAVID C</u>  (Last) (First) (Middle) <u>C/O TEMPUR-PEDIC INTERNATIONAL INC.</u> <u>1713 JAGGIE FOX WAY</u>  (Street) <u>LEXINGTON KY 40511</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>TEMPUR PEDIC INTERNATIONAL INC [ TPX ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Senior Vice President</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>08/20/2003</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B-1 Voting Common Stock	08/20/2003		M		401 <sup>(1)</sup>	A	\$800	620.08 <sup>(1)</sup>	D	
Class B-1 Voting Common Stock	11/25/2003		G	V	133.68 <sup>(1)</sup>	D	\$0	486.4 <sup>(1)</sup>	D	
Class B-1 Voting Common Stock	11/25/2003		G	V	133.66 <sup>(1)</sup>	D	\$0	352.74 <sup>(1)</sup>	D	
Class B-1 Voting Common Stock	11/25/2003		G	V	133.66 <sup>(1)</sup>	D	\$0	219.08 <sup>(1)</sup>	D	
Class B-1 Voting Common Stock	12/23/2003		C		1,953.56 <sup>(1)</sup>	A	(7)	2,172.64 <sup>(1)</sup>	D	
Common Stock <sup>(2)</sup>	12/23/2003		S		102,543 <sup>(2)</sup>	D	\$13.09	1,038,093 <sup>(2)</sup>	D	

**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. Transaction Code (Instr. 8)		5. Number of Derivative 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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock options (right to buy)	\$800 <sup>(3)</sup>	08/20/2003		M			401 <sup>(3)</sup>	(4)	11/01/2012	Class B-1 Voting Common Stock <sup>(3)</sup>	401 <sup>(3)</sup>	\$0	1,203 <sup>(3)</sup>	D	
Stock options (right to buy)	\$1,500 <sup>(5)</sup>	09/30/2003		A		129.78 <sup>(5)</sup>		(6)	08/13/2013	Class B-1 Voting Common Stock <sup>(5)</sup>	129.78 <sup>(5)</sup>	\$0	129.78 <sup>(5)</sup>	D	
Class A Common Stock	(7)	12/23/2003		C		1,953.56		(8)	(8)	Class B-1 Voting Common Stock	1,953.56 <sup>(1)</sup>	\$1,000 <sup>(9)</sup>	0	D	

**Explanation of Responses:**

- The share information listed for these securities is reported as of the time of the reported transaction and does not give effect to a 525-for-1 stock split which occurred after the reported transaction and is described below at Footnote 2.
- On December 23, 2003, the Company renamed its Class B-1 Voting Common Stock as Common Stock, and the Common Stock split 525-for-1 in the form of a stock dividend of 524 shares for each outstanding share. This stock split resulted in the reporting person's acquisition of 1,138,463.3 additional shares of Common Stock.
- The exercise price and share numbers listed for this security are reported as of the date on which the reported transaction occurred. As described in Footnote 2, on December 23, 2003, the Company renamed its Class B-1 Voting Common Stock as Common Stock, and the Common Stock split 525-for-1. These options contain antidilution provisions. As of the date of this filing, the reporting person beneficially owns options to purchase 631,575 shares of Common Stock at an exercise price of \$1.52 per share.
- These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original aggregate number of options granted, vested on July 28, 2003. The remaining options vest and become exercisable in a series of twelve successive equal quarterly installments, with the first remaining installment to become exercisable on February 1, 2004.
- The exercise price and share numbers listed for this security are reported as of the date on which the reported transaction occurred. As described in Footnote 2, on December 23, 2003, the Company renamed its Class B-1 Voting Common Stock as Common Stock, and the Common Stock split 525-for-1. These options contain antidilution provisions. As of the date of this filing, the reporting person beneficially owns options to purchase 68,134.5 shares of Common Stock at an exercise price of \$2.86 per share.
- These options vest and become exercisable in a series of installments. 25% of the outstanding options will vest and become exercisable on August 13, 2004. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments.
- 1-for-1
- These securities are Class A Common Stock of the Issuer. As such they are convertible at any time and do not have an expiration date.
- Consideration paid for these shares was in the form of common stock of Tempur World, Inc. One share of Class A Common Stock of the Issuer was issued for each \$1,000 of Tempur World, Inc. common stock received.

/s/ William H. Poche, Attorney-in-fact 12/24/2003

\*\* 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.

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