Common Stock

Common Stock

10/02/2006

10/02/2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

> LLC By RBT

Ι

Investments, LLC By RBT

Investments, LLC

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

		or Section 30(h) of the	ne Invest	ment	Company Act	of 1940					
1. Name and Address of Reporting Person* TRUSSELL ROBERT B JR	2. Issuer Name and TEMPUR PEL				NC		Officer (give to	10 itle O	0% Owner ther (specify		
(Last) (First) (Middle C/O TEMPUR-PEDIC INTERNATIONA 1713 JAGGIE FOX WAY	·	3. Date of Earliest Tra 10/02/2006							below)		elow)
(Street) LEXINGTON KY 40511		4. If Amendment, Dat	e of Oriç	ginal F	Filed (Month/Da	ay/Year)		6. Inc Line)	Form filed by	roup Filing (Che One Reporting More than One	Person
(City) (State) (Zip)	Non-Deriva	tive Securities A	Canir		Disnosed o	of or B	enefic	ılleir	v Owned		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Ye	2A. Deemed Execution Date,	3. Transaction Code (Instr. 8)		4. Securities Acquired (ADisposed Of (D) (Instr. 3)		l (A) or	5 1 S	. Amount of ecurities eneficially lwned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code V		Amount	(A) or (D) Price		Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)
Common Stock	10/02/200	6	S		400(1)	D	\$17.1	16	1,159,229	I	By RBT Investments, LLC
Common Stock	10/02/200	6	S		1,600(1)	D	\$17.1	17	1,157,629	I	By RBT Investments, LLC
Common Stock	10/02/200	6	S		1,300(1)	D	\$17.1	18	1,156,329	I	By RBT Investments, LLC
Common Stock	10/02/200	6	S		1,400 ⁽¹⁾	D	\$17.2	21	1,154,929	I	By RBT Investments, LLC
Common Stock	10/02/200	6	S		1,400(1)	D	\$17.2	22	1,153,529	I	By RBT Investments, LLC
Common Stock	10/02/200	6	S		1,600(1)	D	\$17.2	24	1,151,929	I	By RBT Investments, LLC
Common Stock	10/02/200	6	S		3,300(1)	D	\$17.2	25	1,148,629	I	By RBT Investments, LLC
Common Stock	10/02/200	6	S		1,300(1)	D	\$17.2	26	1,147,329	I	By RBT Investments, LLC
Common Stock	10/02/200	6	S		700(1)	D	\$17.2	28	1,146,629	I	By RBT Investments, LLC
Common Stock	10/02/200	6	S		1,100(1)	D	\$17.2	29	1,145,529	I	By RBT Investments, LLC
Common Stock	10/02/200		S		4.200(1)	D	\$17.3	R1	1.141.329		By RBT Investments.

S

S

2,400(1)

 $2,200^{(1)}$

D

D

\$17.32

\$17.33

1,138,929

1,136,729

	e I - Non-Derivative	2A. Deemed	3.	cu, L	1			5. Amount of	6. Ownership	7. Nature of
1. Title of Security (Instr. 3)	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		5)			Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
			Code	٧	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	10/02/2006		S		1,500(1)	D	\$17.34	1,135,229	I	By RBT Investments LLC
Common Stock	10/02/2006		S		1,400(1)	D	\$17.36	1,133,829	I	By RBT Investments LLC
Common Stock	10/02/2006		S		6,300(1)	D	\$17.37	1,127,529	I	By RBT Investments LLC
Common Stock	10/02/2006		S		7,900(1)	D	\$17.38	1,119,629	I	By RBT Investments LLC
Common Stock	10/02/2006		S		11,800(1)	D	\$17.39	1,107,829	I	By RBT Investments LLC
Common Stock	10/02/2006		S		7,600 ⁽¹⁾	D	\$17.4	1,100,229	I	By RBT Investments LLC
Common Stock	10/02/2006		S		9,600(1)	D	\$17.41	1,090,629	I	By RBT Investments LLC
Common Stock	10/02/2006		S		9,100(1)	D	\$17.42	1,081,529	I	By RBT Investments LLC
Common Stock	10/02/2006		S		3,800(1)	D	\$17.43	1,077,729	I	By RBT Investments LLC
Common Stock	10/02/2006		S		4,200(1)	D	\$17.44	1,073,529	I	By RBT Investments LLC
Common Stock	10/02/2006		S		3,000(1)	D	\$17.45	1,070,529	I	By RBT Investments LLC
Common Stock	10/02/2006		S		2,500 ⁽¹⁾	D	\$17.46	1,068,029	I	By RBT Investments LLC
Common Stock	10/02/2006		S		3,300(1)	D	\$17.47	1,064,729	I	By RBT Investments LLC
Common Stock	10/02/2006		S		1,700(1)	D	\$17.48	1,063,029	I	By RBT Investments LLC
Common Stock	10/02/2006		S		15,000(1)	D	\$17.49	1,048,029	I	By RBT Investments LLC
Common Stock	10/02/2006		S		12,000(1)	D	\$17.5	1,036,029	I	By RBT Investments LLC
Common Stock	10/02/2006		S		400(1)	D	\$17.51	1,035,629	I	By RBT Investments LLC

erivative Conversion Date Execution Date, Transaction of Date Execution Date, Transaction of Date Execution Date, Transaction of Indirect	1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Ta Date (Month/Day/Year)	Iffe Premoverival Execution Date, if any (e.g., p (Month/Day/Year)	UT&de(ecuri etion alls,	the survival of Security (A) or Disposof (D) (Instrand 5	adives, rities ired osed . 3, 4	ifeatasisis Expiration da Quation da Quations	igslett Poff, ያፈብ ያፈብ pvertib	Underly Derivat	Wing ying	y ⁸ Ovine et 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)
Privative equity of Exercise (Month/Day/Year) and Execution Date, if any content of Execution Date in Exercise (Month/Day/Year) and content of Execution Date in Exercise (Month/Day/Year) and content of Execution Date in Execution Date (Month/Day/Year) and content of Execution Date (Month/Day/Year) and conten																
ecurity or Exercise (Month/Day/Year) if any C888 (Instr. Derivative Month/Day/Year) Securities Security Securities Security Secur	1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Nu	mber	6. Date Exerc	isable and	7. Title	aNumber	8. Price of	9. Number of	10.	11. Nature
The shares was unit by pursuant to a Rule 10b5-1 trading plan dated June 23, 2006 and Alpored by RBT Investments, LLC, in ords securities (Instragal) icable sales to Following the scottly (Instr. 4) (Instr. 5) (Instr. 6)	Derivative				Transa	ctjon	lδt.	(D)	Expiration Da	tExpiration	Amour	tof Shares				
The shares **Security** pursuant to a Rule 10b5-1 trading plan dated June 23, 2006 and (A) price by RBT Investments, LLC, in ord**Security** (Instance) included a securities (Instance) (I	Security	or Exercise	(Month/Day/Year)			Instr.			(Month/Day/Y	ear) c						
The shares **Security** pursuant to a Rule 10b5-1 trading plan dated June 23, 2006 and (A) price by RBT Investments, LLC, in ord**Security** (Instance) included a securities (Instance) (I	Explanation	n of Respons	es:	(Month/Day/Year)	8)								(Instr. 5)			
e Securities Exchange Act of 1934, as amended. The plan contains specific instruction inst	1 The charge	Security pure	I uant to a Dulo 10b5-1	I I trading plan dated I	nno 33 ,	2006 an			I PRT Invoctmen	te IIC in or			icable cales to			
exember 2006, at the market price on each sale date. The plan was adopted for estate and the plan was																
eminder: Report on a separate line for each class of securities begreenigially owners to be considered to the constraint of the constraint	December 20	06 at the mark	et price on each cale	data. The plan was ad	lonted fo	or actata	of (D)	v nlann	ing nurnoses. T	he reporting r	arcon an	d his enous	a control the i	Transaction(s)	ting decisions	of RRT
eminder: Report on a separate line for each class of securities begreenigially owners to be considered to the constraint of the constraint	Invoctments	I I C indirectly	as trustees of the me	mhers of RRT Manac	opica ic	IIC th	(Instr	3.4or	RRT Investmen	ne reporting p	/C13011 til1	u ms spous	control the i	(Instr. 4)	ing decisions	or RD1
Pate Date Date Expiration Signature of Reporting Person Date Date Title Shares	Investments, i	l I			l	DDC, til	and 5	7	I	ito, EEG.	I			I	ı	I
Pact or Number Expiration Signature of Report on a separate line for each class of securities (Sertes class) of securities (Sertes c										/s/	Willia	m Poche,	Attorney	in 40/04/200	l C	
Date Expiration Signature of Report in a separate line for each class of securities (Septencially own (A)) of the class of the cl										Fa	ct			10/04/200	<u>16</u>	
eminder: Report on a separate line for each class of securities is series of interpretation of the control of t										<u>1 a</u>	<u></u>					
eminder: Report on a separate line for each class of securities is series of interpretation of the control of t									Date	Expiration 5	ignatur	e o f Repor	ing Person	Date		
	Reminder: R	eport on a se	parate line for each	class of securities	b €orde fic	iaMl∨ ov	vn6—Abld	ir (£2) tl∨		Date						
						<u> </u>			,					<u> </u>		

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.

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).