

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person * <u>Rao Bhaskar</u> (Last) (First) (Middle) <u>C/O TEMPUR-PEDIC INTERNATIONAL INC.</u> <u>1000 TEMPUR WAY</u> (Street) <u>LEXINGTON KY 40511</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR PEDIC INTERNATIONAL INC</u> [TPX]	5. 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>SVP Finance & CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/25/2013</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	01/25/2013		M		26,200	A ⁽¹⁾	\$20.27	26,200	D	
Common Stock	01/25/2013		M		35,000	A ⁽¹⁾	\$27.58	61,200	D	
Common Stock	01/25/2013		M		20,000	A ⁽¹⁾	\$11.76	81,200	D	
Common Stock	01/25/2013		M		10,000	A ⁽¹⁾	\$6.14	91,200	D	
Common Stock	01/25/2013		M		2,910	A ⁽¹⁾	\$28.39	94,110	D	
Common Stock	01/25/2013		S		94,110	D ⁽¹⁾	\$41.97	0	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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options	\$20.27	01/25/2013		M		26,200	(2)	12/21/2016	Common Stock	26,200	\$0	0	D	
Stock Options	\$27.58	01/25/2013		M		35,000	(3)	12/24/2017	Common Stock	35,000	\$0	0	D	
Stock Options	\$11.76	01/25/2013		M		20,000	(4)	05/15/2018	Common Stock	20,000	\$0	0	D	
Stock Options	\$6.14	01/25/2013		M		10,000	(5)	02/27/2019	Common Stock	10,000	\$0	10,000	D	
Stock Options	\$28.39	01/25/2013		M		2,910	(6)	02/22/2020	Common Stock	2,910	\$0	1,456	D	

Explanation of Responses:

- The shares were exercised and sold in an open market transaction pursuant to a 10b5-1 trading plan adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
- These options vested in four equal installments beginning on December 21, 2007 and ending on December 21, 2010.
- These options vested in four equal installments beginning on December 24, 2008 and ending on December 24, 2011.
- These options vested in four equal installments beginning on May 15, 2009 and ending on May 15, 2012.
- These options vest in four equal installments beginning on February 27, 2010 and ending on February 27, 2013.
- These options vest in three equal installments beginning on February 22, 2011 and ending on February 22, 2013.

Remarks:

/s/ Bhaskar Rao 01/28/2013

** 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.

