

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 | |
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| | | |
|---|---|--|
| 1. Name and Address of Reporting Person* <u>TRUSSELL ROBERT B JR</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) | 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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2007</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 |

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 | 02/01/2007 | | s | | 20,000 | D | \$23.8 | 754,290 | D | |
| Common Stock | 02/01/2007 | | s | | 5,000 | D | \$23.81 | 749,290 | D | |
| Common Stock | 02/01/2007 | | s | | 10,000 | D | \$23.83 | 739,290 | D | |
| Common Stock | 02/01/2007 | | s | | 30,000 | D | \$23.85 | 709,290 | D | |
| Common Stock | 02/01/2007 | | s | | 5,000 | D | \$23.87 | 704,290 | D | |
| Common Stock | 02/01/2007 | | s | | 10,000 | D | \$23.88 | 694,290 | D | |
| Common Stock | 02/01/2007 | | s | | 10,000 | D | \$23.89 | 684,290 | D | |
| Common Stock | 02/01/2007 | | s | | 5,000 | D | \$23.9 | 679,290 | D | |
| Common Stock | 02/01/2007 | | s | | 15,000 | D | \$23.95 | 664,290 | D | |
| Common Stock | 02/01/2007 | | s | | 5,000 | D | \$23.97 | 659,290 | D | |
| Common Stock | 02/01/2007 | | s | | 5,000 | D | \$23.98 | 654,290 | D | |
| Common Stock | 02/01/2007 | | s | | 5,000 | D | \$23.99 | 649,290 | D | |
| Common Stock | 02/02/2007 | | s | | 5,000 | D | \$24.0304 | 644,290 | D | |
| Common Stock | 02/02/2007 | | s | | 10,000 | D | \$24.12 | 634,290 | D | |
| Common Stock | 02/02/2007 | | s | | 20,000 | D | \$24.15 | 614,290 | D | |
| Common Stock | 02/02/2007 | | s | | 5,000 | D | \$24.16 | 609,290 | D | |
| Common Stock | 02/02/2007 | | s | | 10,000 | D | \$24.1603 | 599,290 | D | |
| Common Stock | 02/02/2007 | | s | | 5,000 | D | \$24.19 | 594,290 | D | |
| Common Stock | 02/02/2007 | | s | | 5,000 | D | \$24.2 | 589,290 | D | |
| Common Stock | 02/02/2007 | | s | | 5,000 | D | \$24.22 | 584,290 | D | |
| Common Stock | 02/02/2007 | | s | | 5,000 | D | \$24.23 | 579,290 | D | |
| Common Stock | 02/02/2007 | | s | | 5,000 | D | \$24.241 | 574,290 | D | |
| Common Stock | 02/02/2007 | | s | | 7,848 | D | \$24.25 | 566,442 | D | |
| Common Stock | 02/02/2007 | | s | | 5,000 | D | \$24.27 | 561,442 | D | |
| Common Stock | 02/02/2007 | | s | | 8,500 | D | \$24.3 | 552,942 | D | |
| Common Stock | 02/02/2007 | | s | | 3,200 | D | \$24.32 | 549,742 | D | |
| Common Stock | 02/02/2007 | | s | | 10,000 | D | \$24.33 | 539,742 | D | |
| Common Stock | 02/02/2007 | | s | | 5,000 | D | \$24.35 | 534,742 | D | |
| Common Stock | 02/02/2007 | | s | | 3,300 | D | \$24.39 | 531,442 | 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 | | | | | |

Explanation of Responses:

/s/ William H. Poche,
Attorney-in-fact

02/07/2007

** 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.