

**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* <b>MONTGOMERY DAVID</b>  (Last) (First) (Middle) <b>C/O TEMPUR-PEDIC INTERNATIONAL INC.</b>  (Street) <b>LEXINGTON KY 40511</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>TEMPUR PEDIC INTERNATIONAL INC</b> [ 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) <b>Exec VP, Pres. Intl. Ops.</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/26/2007</b>	
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	02/26/2007		M		49,219	A	\$1.9	479,688	D	
Common Stock	02/26/2007		S		2,100	D	\$25.52	477,588	D	
Common Stock	02/26/2007		S		1,400	D	\$25.53	476,188	D	
Common Stock	02/26/2007		S		2,000	D	\$25.54	474,188	D	
Common Stock	02/26/2007		S		800	D	\$25.55	473,388	D	
Common Stock	02/26/2007		S		2,200	D	\$25.56	471,188	D	
Common Stock	02/26/2007		S		3,550	D	\$25.57	467,638	D	
Common Stock	02/26/2007		S		300	D	\$25.579	467,338	D	
Common Stock	02/26/2007		S		958	D	\$25.58	466,380	D	
Common Stock	02/26/2007		S		2,642	D	\$25.59	463,738	D	
Common Stock	02/26/2007		S		1,000	D	\$25.6	462,738	D	
Common Stock	02/26/2007		S		800	D	\$25.61	461,938	D	
Common Stock	02/26/2007		S		300	D	\$25.62	461,638	D	
Common Stock	02/26/2007		S		300	D	\$25.629	461,338	D	
Common Stock	02/26/2007		S		800	D	\$25.63	460,538	D	
Common Stock	02/26/2007		S		200	D	\$25.639	460,338	D	
Common Stock	02/26/2007		S		1,600	D	\$25.64	458,738	D	
Common Stock	02/26/2007		S		300	D	\$25.65	458,438	D	
Common Stock	02/26/2007		S		1,100	D	\$25.66	457,338	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					
Stock Option (right to buy) <sup>(1)</sup>	\$1.9 <sup>(2)</sup>	02/26/2007		M			49,219	(3)	02/24/2013	Common Stock	49,219	\$0	0	D

**Explanation of Responses:**

1. The reporting person exercised the stock option in order to receive the benefits of retaining ownership of the underlying common stock. The proceeds from the sale of the shares will be used to pay for the exercise price of the stock option and estimated taxes payable as a result of the exercise.

