FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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	0	r Section 30(h) of the		nent v	Joinpany Act t	JI 1940				
1. Name and Address of Reporting Person [*] <u>TRUSSELL ROBERT B JR</u>	T	Issuer Name and Ti <u>EMPUR PED</u> TPX]					Relationship of Rep heck all applicable) X Director Officer (give t	10	to Issuer 0% Owner ther (specify	
(Last) (First) (Middle C/O TEMPUR-PEDIC INTERNATIONA 1713 JAGGIE FOX WAY	3.	Date of Earliest Trar 9/01/2006	nsaction	(Mon	th/Day/Year)		below)	be	elow)	
	4.	If Amendment, Date	of Orig	inal Fi	led (Month/Da	v/Year)	6. Lir	Individual or Joint/G ie)	roup Filing (Che	ck Applicable
(Street) LEXINGTON KY 40511								X Form filed by	One Reporting More than One	
(City) (State) (Zip)										
Table I -	Non-Derivativ	e Securities A	cquire	ed, D	isposed o	f, or B	eneficia	lly Owned		
1. Title of Security (Instr. 3)	Non-Derivativ 2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date,	3. Transa Code (8)	ction	4. Securities Disposed Of 5)	Acquired	I (A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
	2. Transaction Date	2A. Deemed Execution Date, if any	3. Transa Code (ction	4. Securities	Acquired	I (A) or	5. Amount of Securities Beneficially	Form: Direct (D) or Indirect	Indirect Beneficial
	2. Transaction Date	2A. Deemed Execution Date, if any	3. Transa Code (8)	ction Instr.	4. Securities Disposed Of 5)	Acquired (D) (Instr (A) or	l (A) or . 3, 4 and	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect	Indirect Beneficial Ownership
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transa Code (8) Code	ction Instr.	4. Securities Disposed Of 5) Amount	Acquired (D) (Instr (A) or (D)	I (A) or . 3, 4 and Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4) By RBT Investments,

Common Stock	09/01/2006	S	4,200 ⁽¹⁾	D	\$15.59	1,276,529	I	By RBT Investments, LLC
Common Stock	09/01/2006	s	700 ⁽¹⁾	D	\$15.6	1,275,829	I	By RBT Investments, LLC
Common Stock	09/01/2006	s	1,100 ⁽¹⁾	D	\$15.61	1,274,729	I	By RBT Investments, LLC
Common Stock	09/01/2006	s	2,500 ⁽¹⁾	D	\$15.62	1,272,229	I	By RBT Investments, LLC
Common Stock	09/01/2006	s	1,600(1)	D	\$15.63	1,270,629	I	By RBT Investments, LLC
Common Stock	09/01/2006	S	8,400 ⁽¹⁾	D	\$15.64	1,262,229	I	By RBT Investments, LLC
Common Stock	09/01/2006	S	9,900(1)	D	\$15.65	1,252,329	I	By RBT Investments, LLC
Common Stock	09/01/2006	S	7,700 ⁽¹⁾	D	\$15.66	1,244,629	I	By RBT Investments, LLC
Common Stock	09/01/2006	S	1,400(1)	D	\$15.67	1,243,229	I	By RBT Investments, LLC
Common Stock	09/01/2006	s	1,900(1)	D	\$15.69	1,241,329	I	By RBT Investments, LLC
Common Stock	09/01/2006	s	2,500 ⁽¹⁾	D	\$15.7	1,238,829	I	By RBT Investments, LLC

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 Disposed Of 5)	Acquired (D) (Instr	(A) or . 3, 4 and	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(
Common Stock	09/01/2006		s		100(1)	D	\$15.71	1,238,729	I	By RBT Investments, LLC	
Common Stock	09/01/2006		s		1,200 ⁽¹⁾	D	\$15.72	1,237,529	I	By RBT Investments, LLC	
Common Stock	09/01/2006		s		1,700(1)	D	\$15.74	1,235,829	I	By RBT Investments, LLC	
Common Stock	09/01/2006		s		200(1)	D	\$15.75	1,235,629	I	By RBT Investments, LLC	
Common Stock	09/01/2006		s		4,200 ⁽¹⁾	D	\$15.76	1,231,429	I	By RBT Investments, LLC	
Common Stock	09/01/2006		S		2,000 ⁽¹⁾	D	\$15.77	1,229,429	I	By RBT Investments, LLC	
Common Stock	09/01/2006		s		2,000 ⁽¹⁾	D	\$15.78	1,227,429	I	By RBT Investments, LLC	
Common Stock	09/01/2006		s		1,400 ⁽¹⁾	D	\$15.78	1,226,029	I	By RBT Investments, LLC	
Common Stock	09/01/2006		S		2,600 ⁽¹⁾	D	\$15.79	1,223,429	I	By RBT Investments, LLC	
Common Stock	09/01/2006		S		1,500 ⁽¹⁾	D	\$15.79	1,221,929	I	By RBT Investments, LLC	
Common Stock	09/01/2006		s		1,900 ⁽¹⁾	D	\$15.8	1,220,029	I	By RBT Investments, LLC	
Common Stock	09/01/2006		s		1,600 ⁽¹⁾	D	\$15.8	1,218,429	I	By RBT Investments, LLC	
Common Stock	09/01/2006		s		600 ⁽¹⁾	D	\$15.81	1,217,829	I	By RBT Investments, LLC	
Common Stock	09/01/2006		S		1,200 ⁽¹⁾	D	\$15.81	1,216,629	I	By RBT Investments, LLC	
Common Stock	09/01/2006		s		3,900 ⁽¹⁾	D	\$15.82	1,212,729	I	By RBT Investments, LLC	
Common Stock	09/01/2006		S		3,300 ⁽¹⁾	D	\$15.82	1,209,429	I	By RBT Investments, LLC	
Common Stock	09/01/2006		s		1,900 ⁽¹⁾	D	\$15.83	1,207,529	I	By RBT Investments, LLC	

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Ta Date (Month/Day/Year)	Henren Beriva Execution Date, if any (e.g., p (Month/Day/Year)	ifye S Transa Utsieq 8)	ecuri	the survey of Secur Acqu (A) or Dispo of (D) (Instr and 5	rities ired osed . 3, 4	if CATESTSOSSEEPOR, o Expiration Date QUARMOSy/CQAPVertib		fection date Expiration date Quitinids,/reanvertid		if Chtopics in the second seco		if CATTRISISSEEPO Expiration Date QUIII 0055/2019Ver1		if Chi Disposer of, Expiration Date QULIMDSyrCan vertil		if CHITSISISSEPPOR Expiration Date QUIIQUES,/CQIJVERTID		if Controns Social Control of States		fection date Expiration date Quitimos, reamvertib		Sector of Biomedicial Amount of the sector o		nderlying (Instr. 5) erivative ecurity (Instr. 3		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
											Amount or																		
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transa C888 (ctjon Instr.	5. Nu of Deriv		6. Date Exerce Expiration Da Month/Day/v	isable and tExpiration Date ear)	7. Title Amour Title Securi	Number and t of Shares ies	8. Price of Derivative Security	9. Number of derivative Securities	10. Ownership Form:	11. Nature of Indirect Beneficial														
	Price of Of Respons		(Month/Day/Year) 1 trading plan dated J	8)	2006.20	Secu Acqu	ired	PT Invoctmon	te LLC in or	Underl Derivat	ive	(Instr. 5)	Beneficially Owned	Direct (D) or Indirect															
the Securities	Exchange Act	of 1934, as amended	. The plan contains s	pecific in	nstructio	Piepc	se,dub	ject to certain li	mitations, 125	5, aod 4) a	ires on the f	irst trading da	yReportednonth i	from August 2	006 until														
December 20 Investments,	06, at the mark LLC indirectly	et price on each sale as trustees of the me	date. The plan was a mbers of RBT Manag	lopted fo gement, 1 I	or estate LLC, th	ot (P) e (Instr. e and 5	k plann ger for	ing purposes. T RBT Investmer I	he reporting p 1ts, LLC.	erson an I	d his spous	e control the i	n Transaction (s)o (Instr. 4) I	ting decisions	of RBT														
									At	tornev-	<u>m H. Poc</u> in-Fact		<u>09/05/200</u>	<u>)6</u> 															
Reminder: F	eport on a se	parate line for each	class of securities	1 Gende tio	ið fly ov	vn (⊕) dd	in (BO) tly	Date oExectisedaye	Expiration State	Signatur Title	Number eof Repor Shares	ting Person	Date																

* 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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