

OMB APPROVAL	
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**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

<b>1. Name and Address of Reporting Person*</b> <u>FOGG DAVID C</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)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>TEMPUR PEDIC INTERNATIONAL INC [ TPX ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Senior Vice President</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/18/2005</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			

**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	Title	Amount or Number of Shares				
Variable Forward Contract	(1)	02/18/2005		J <sup>(1)</sup>		350,000 <sup>(1)</sup>		(1)	02/21/2006	Common Stock	350,000	\$0 <sup>(1)</sup>	350,000	D	

**Explanation of Responses:**

1. Mr. Fogg entered into a variable forward contract ("VFC") with Credit Suisse First Boston Capital LLC ("CSFBC LLC"). Under the VFC, CSFBC LLC will introduce an aggregate of 350,000 shares of common stock of Tempur-Pedic International Inc. ("Common Shares") into the public market in accordance with paragraphs (f) and (g) of Rule 144 under the Securities Act of 1933, as amended. The VFC provides that on February 21, 2006, Mr. Fogg will deliver, in the aggregate, a number of Common Shares to CSFBC LLC (or, at Mr. Fogg's election, the cash equivalent of such shares) as follows: (a) if the settlement price is less than the downside floor, a delivery of 350,000 Common Shares; and (b) if the settlement price is equal to or greater than the downside floor, a delivery of between 269,230 and 350,000 Common Shares (subject to adjustment for corporate events), dependent upon the settlement price.

/s/ William H. Poche, Attorney in Fact 02/23/2005

\*\* 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.