

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

1. Name and Address of Reporting Person* <u>Clift Matthew</u> <hr/> (Last) (First) (Middle) <u>C/O TEMPUR-PEDIC INTERNATIONAL INC.</u> <u>1713 JAGGIE FOX WAY</u> <hr/> (Street) <u>LEXINGTON KY 40511</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR PEDIC INTERNATIONAL INC [TPX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Ex. VP, Global Operations
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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	02/06/2007		M		37,500	A	\$12.37	59,502	D	
Common Stock	02/06/2007		S		37,500 ⁽¹⁾	D	\$25.01	22,002	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	Title	Amount or Number of Shares				
Stock Option (right to buy) ⁽²⁾	\$12.37	12/15/2005		A		150,000		(3)	12/15/2015	Common Stock	150,000	\$0	150,000	D	
Stock Option (right to buy)	\$12.37	02/06/2007		M		37,500		(3)	12/15/2015	Common Stock	37,500	\$0	112,500	D	

Explanation of Responses:

- The shares were sold pursuant to a Rule 10b5-1 trading plan dated January 31, 2007 and adopted by the reporting person in order to cause the applicable sales to fall within the scope of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. The 10b5-1 trading plan contains specific instructions to sell shares pursuant to the exercise of options between January 31, 2007 through August 31, 2007.
- This stock option grant was reported on a Current Report on Form 8-K filed with the SEC by the issuer on December 21, 2005 and the issuer's proxy statement filed with the SEC on April 28, 2006. The reporting person inadvertently did not report this stock option grant in December 2005 on a Form 4.
- These options vest and become exercisable in a series of successive equal yearly installments. The first installment, which consisted of 25% of the aggregate number of options granted, vested on December 15, 2006, and 25% of the remaining options will vest each year thereafter until December 15, 2009.

/s/ William H. Poche, Attorney-in-fact 02/08/2007

** 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.

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