

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* JOHNSON JEFFREY B (Last) (First) (Middle) C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY (Street) LEXINGTON KY 40511 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol TEMPUR PEDIC INTERNATIONAL INC [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) VP, Corp. Ctrl, CAO, Asst. Sec
	3. Date of Earliest Transaction (Month/Day/Year) 08/20/2003	
		6. Individual or Joint/Group Filing (Check Applicable Line) <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			
Class B-1 Voting Common Stock	08/20/2003		M		40 ⁽¹⁾	A	\$800	40 ⁽¹⁾	D	
Common Stock ⁽²⁾	12/23/2003		S		21,000 ⁽²⁾	D	\$13.09	0 ⁽²⁾	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 options (right to buy)	\$800 ⁽³⁾	08/20/2003		M			40 ⁽³⁾	(4)	11/01/2012	Class B-1 Voting Common Stock ⁽³⁾	\$0	120 ⁽³⁾	D	
Stock options (right to buy)	\$1,500 ⁽⁵⁾	09/30/2003		A			12.95 ⁽⁵⁾	(6)	08/13/2013	Class B-1 Voting Common Stock ⁽⁵⁾	\$0	12.95 ⁽⁵⁾	D	
Stock options (right to buy)	\$1,500 ⁽⁷⁾	09/30/2003		A			277.05 ⁽⁷⁾	(8)	09/30/2013	Class B-1 Voting Common Stock ⁽⁷⁾	\$0	277.05 ⁽⁷⁾	D	

Explanation of Responses:

- The share information listed for these securities is reported as of the time of the reported transaction and does not give effect to a 525-for-1 stock split which occurred after the reported transaction and is described below in Footnote 2.
- On December 23, 2003, the Company renamed its Class B-1 Voting Common Stock as Common Stock, and the Common Stock split 525-for-1 in the form of a stock dividend of 524 shares for each outstanding share. This stock split resulted in the reporting person's acquisition of 20,960 additional shares of Common Stock.
- The exercise price and share numbers listed for this security are reported as of the date on which the reported transaction occurred. As described in Footnote 2, on December 23, 2003, the Company renamed its Class B-1 Voting Common Stock as Common Stock, and the Common Stock split 525-for-1. These options contain antidilution provisions. As of the date of this filing, the reporting person beneficially owns options to purchase 63,000 shares of Common Stock at an exercise price of \$1.52 per share.
- These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original aggregate number of options granted, vested on July 28, 2003. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments, with the first remaining installment to become exercisable on February 1, 2004.
- The exercise price and share numbers listed for this security are reported as of the date on which the reported transaction occurred. As described in Footnote 2, on December 23, 2003, the Company renamed its Class B-1 Voting Common Stock as Common Stock, and the Common Stock split 525-for-1. These options contain antidilution provisions. As of the date of this filing, the reporting person beneficially owns options to purchase 6,798.75 shares of Common Stock at an exercise price of \$2.86 per share.
- These options vest and become exercisable in a series of installments. 25% of the outstanding options will vest and become exercisable on August 13, 2004. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments.
- The exercise price and share numbers listed for this security are reported as of the date on which the reported transaction occurred. As described in Footnote 2, on December 23, 2003, the Company renamed its Class B-1 Voting Common Stock as Common Stock, and the Common Stock split 525-for-1. These options contain antidilution provisions. As of the date of this filing, the reporting person beneficially owns options to purchase 145,451.25 shares of Common Stock at an exercise price of \$2.86 per share.
- These options vest and become exercisable in a series of installments. 25% of the outstanding options will vest and become exercisable on September 30, 2004. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments.

/s/ William H. Poche, Attorney-in-fact 12/24/2003

** 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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