

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>TRUSSELL ROBERT B JR</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)	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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/01/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	05/01/2006		M		893,282	A	\$1.52 ⁽¹⁾	1,614,254 ⁽²⁾	D	
Common Stock	05/01/2006		M		87,615	A	\$2.85 ⁽¹⁾	1,701,869 ⁽²⁾	D	
Common Stock	05/02/2006		S		57,500	D	\$15.46	1,644,369 ⁽²⁾	D	
Common Stock	05/02/2006		S		600	D	\$15.47	1,643,769 ⁽²⁾	D	
Common Stock	05/02/2006		S		2,700	D	\$15.48	1,641,069 ⁽²⁾	D	
Common Stock	05/02/2006		S		200	D	\$15.49	1,640,869 ⁽²⁾	D	
Common Stock	05/03/2006		S		50,400	D	\$15.38	1,590,469 ⁽²⁾	D	
Common Stock	05/03/2006		S		46,600	D	\$15.39	1,543,869 ⁽²⁾	D	
Common Stock	05/03/2006		S		3,000	D	\$15.4	1,540,869 ⁽²⁾	D	
Common Stock	05/03/2006		S		47,600	D	\$15.41	1,493,269 ⁽²⁾	D	
Common Stock	05/03/2006		S		29,800	D	\$15.42	1,463,469 ⁽²⁾	D	
Common Stock	05/03/2006		S		28,000	D	\$15.43	1,435,469 ⁽²⁾	D	
Common Stock	05/03/2006		S		41,700	D	\$15.44	1,393,769 ⁽²⁾	D	
Common Stock	05/03/2006		S		18,200	D	\$15.45	1,375,569 ⁽²⁾	D	
Common Stock	05/03/2006		S		2,700	D	\$15.46	1,372,869 ⁽²⁾	D	
Common Stock								1,409,629 ⁽²⁾	I	By RBT Investments LLC

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)	\$1.52 ⁽¹⁾	05/01/2006		M		893,282		(3)	11/01/2012	Common Stock	893,282	\$1.52 ⁽¹⁾	216,563	D	
Stock Option (right to buy)	\$2.85 ⁽¹⁾	05/01/2006		M		87,615		(4)	09/30/2013	Common Stock	87,615	\$2.85 ⁽¹⁾	52,570	D	

Explanation of Responses:

- Reflects rounding.
- These shares are owned by Robert B. Trussell, Jr. or Robert B. Trussell, Jr. and Martha O. Trussell as Tenants in Common.
- 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 November 1, 2003. The

remaining options become exercisable in a series of twelve successive equal quarterly installments: the first remaining installment became exercisable on February 1, 2004 and the last installment will become exercisable on November 1, 2006. The reporting person plans to sell such shares in connection with his retirement as Chief Executive Officer of the Issuer and his decision to diversify his investments. Subsequent to the exercise and contemplated sale the reporting person will directly or indirectly own 2,130,601 shares of common stock of the Issuer.

4. 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 September 30, 2004. The remaining options will become exercisable in a series of twelve successive equal quarterly installments: the first remaining installment became exercisable on November 13, 2004 and the last installment will become exercisable on August 13, 2007. The reporting person plans to sell such shares in connection with his retirement as Chief Executive Officer of the Issuer and his decision to diversify his investments. Subsequent to the exercise and contemplated sale the reporting person will directly or indirectly own 2,130,601 shares of common stock of the Issuer.

/s/ William H. Poche, attorney-
in-fact 05/03/2006

** 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.