

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MONTGOMERY DAVID</u> (Last) (First) (Middle) <u>C/O TEMPUR-PEDIC INTERNATIONAL INC.</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec VP, Pres. Intl. Ops.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	02/20/2007		M		373,836	A	\$1.9	570,711	D	
Common Stock	02/20/2007		M		55,758	A	\$2.86	626,469	D	
Common Stock	02/20/2007		S		10,900	D	\$26	615,569	D	
Common Stock	02/20/2007		S		5,800	D	\$26.01	609,769	D	
Common Stock	02/20/2007		S		7,500	D	\$26.02	602,269	D	
Common Stock	02/20/2007		S		100	D	\$26.029	602,169	D	
Common Stock	02/20/2007		S		1,900	D	\$26.03	600,269	D	
Common Stock	02/20/2007		S		5,600	D	\$26.04	594,669	D	
Common Stock	02/20/2007		S		200	D	\$26.049	594,469	D	
Common Stock	02/20/2007		S		14,525	D	\$26.05	579,944	D	
Common Stock	02/20/2007		S		7,100	D	\$26.06	572,844	D	
Common Stock	02/20/2007		S		400	D	\$26.069	572,444	D	
Common Stock	02/20/2007		S		28,000	D	\$26.07	544,444	D	
Common Stock	02/20/2007		S		28,175	D	\$26.08	516,269	D	
Common Stock	02/20/2007		S		25,900	D	\$26.09	490,369	D	
Common Stock	02/20/2007		S		8,700	D	\$26.1	481,669	D	
Common Stock	02/20/2007		S		2,300	D	\$26.11	479,369	D	
Common Stock	02/20/2007		S		6,100	D	\$26.12	473,269	D	
Common Stock	02/20/2007		S		2,752	D	\$26.13	470,517	D	
Common Stock	02/20/2007		S		4,600	D	\$26.14	465,917	D	
Common Stock	02/20/2007		S		2,300	D	\$26.15	463,617	D	
Common Stock	02/20/2007		S		2,800	D	\$26.16	460,817	D	
Common Stock	02/20/2007		S		2,100	D	\$26.17	458,717	D	
Common Stock	02/20/2007		S		1,748	D	\$26.18	456,969	D	
Common Stock	02/20/2007		S		2,500	D	\$26.19	454,469	D	
Common Stock	02/20/2007		S		800	D	\$26.2	453,669	D	
Common Stock	02/20/2007		S		1,300	D	\$26.21	452,369	D	
Common Stock	02/20/2007		S		200	D	\$26.22	452,169	D	
Common Stock	02/20/2007		S		3,000	D	\$26.23	449,169	D	
Common Stock	02/20/2007		S		1,900	D	\$26.24	447,269	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) ⁽¹⁾	\$1.9 ⁽²⁾	02/20/2007		M			373,836	(3)	02/24/2013	Common Stock	373,836	\$0	49,219	D	
Stock Option (right to buy) ⁽¹⁾	\$2.86 ⁽²⁾	02/20/2007		M			55,758	(4)	08/13/2013	Common Stock	55,758	\$0	7,966	D	

Explanation of Responses:

- The reporting person exercised the stock option in order to receive the benefits of retaining ownership of the underlying common stock. The proceeds from the sale of the shares will be used to pay for the exercise price of the stock option and estimated taxes payable as a result of the exercise.
- Reflects rounding.
- These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the total aggregate number of options granted, vested on August 20, 2003. The remaining options vest and become exercisable in a series of twelve successive equal quarterly installments, beginning on May 24, 2004.
- 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 August 13, 2004. The remaining options vest and become exercisable in a series of twelve successive equal quarterly installments, beginning on November 13, 2004.

/s/ William H. Poche, Attorney-in-fact 02/20/2007

** 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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