

**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	
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1. Name and Address of Reporting Person* <u>Clift Matthew</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</u> [ TPX ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Ex. VP, Global Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/02/2007</u>	
		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	07/02/2007		M		11,666	A	\$0 <sup>(1)</sup>	28,668	D	
Common Stock	07/02/2007		S		125 <sup>(2)</sup>	D	\$26.5	28,543	D	
Common Stock	07/02/2007		S		1,875 <sup>(2)</sup>	D	\$26.51	26,668	D	
Common Stock	07/02/2007		S		500 <sup>(2)</sup>	D	\$26.52	26,168	D	
Common Stock	07/02/2007		S		2,750 <sup>(2)</sup>	D	\$26.55	23,418	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		Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	07/02/2007		M		11,666	(3)	(3)	Common Stock	11,666	\$0	11,666	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of Tempur-Pedic International Inc. common stock. The restricted stock units were awarded as a grant for no consideration.
- The shares were sold pursuant to a Rule 10b5-1 trading plan dated January 30, 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 5,250 shares on July 1, 2007.
- The restricted stock units vest in six successive semi-annual installments commencing on July 1, 2005.

/s/ William Poche, attorney-in-fact 07/05/2007

\*\* 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.

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.