

**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>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</u> [ TPX ]	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>09/01/2006</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	09/01/2006		S		1,200 <sup>(1)</sup>	D	\$15.84	1,206,329	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		200 <sup>(1)</sup>	D	\$15.84	1,206,129	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		300 <sup>(1)</sup>	D	\$15.85	1,205,829	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		1,900 <sup>(1)</sup>	D	\$15.86	1,203,929	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		200 <sup>(1)</sup>	D	\$15.86	1,203,729	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		700 <sup>(1)</sup>	D	\$15.87	1,203,029	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		1,600 <sup>(1)</sup>	D	\$15.88	1,201,429	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		2,300 <sup>(1)</sup>	D	\$15.89	1,199,129	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		5,700 <sup>(1)</sup>	D	\$15.9	1,193,429	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		2,600 <sup>(1)</sup>	D	\$15.91	1,190,829	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		2,600 <sup>(1)</sup>	D	\$15.91	1,188,229	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		1,600 <sup>(1)</sup>	D	\$15.92	1,186,629	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		400 <sup>(1)</sup>	D	\$15.93	1,186,229	I	By RBT Investments, LLC

**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	09/01/2006		S		4,200 <sup>(1)</sup>	D	\$15.94	1,182,029	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		4,900 <sup>(1)</sup>	D	\$15.95	1,177,129	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		7,000 <sup>(1)</sup>	D	\$15.96	1,170,129	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		4,700 <sup>(1)</sup>	D	\$15.97	1,165,429	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		2,000 <sup>(1)</sup>	D	\$15.98	1,163,429	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		1,500 <sup>(1)</sup>	D	\$16	1,161,929	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		2,200 <sup>(1)</sup>	D	\$16.01	1,159,729	I	By RBT Investments, LLC
Common Stock	09/01/2006		S		100 <sup>(1)</sup>	D	\$16.03	1,159,629	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					

**Explanation of Responses:**

1. The shares were sold pursuant to a Rule 10b5-1 trading plan dated June 23, 2006 and adopted by RBT Investments, LLC, 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 plan contains specific instructions to sell, subject to certain limitations, 125,000 shares on the first trading day of each month from August 2006 until December 2006, at the market price on each sale date. The plan was adopted for estate and tax planning purposes. The reporting person and his spouse control the investment and voting decisions of RBT Investments, LLC indirectly as trustees of the members of RBT Management, LLC, the manager for RBT Investments, LLC.

/s/ William H. Poche,  
Attorney-in-Fact

09/05/2006

\*\* 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.

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