

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>Rao Bhaskar</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP Strat Plng, Corp Dev & CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/21/2010</u>	
		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			
Common Stock	04/21/2010		M		9,463	A ⁽¹⁾	\$10.66	9,463	D	
Common Stock	04/21/2010		M		4,400	A ⁽¹⁾	\$12.37	13,863	D	
Common Stock	04/21/2010		M		9,350	A ⁽¹⁾	\$14.77	23,213	D	
Common Stock	04/21/2010		M		8,800	A ⁽¹⁾	\$20.27	32,013	D	
Common Stock	04/21/2010		M		5,000	A ⁽¹⁾	\$11.76	37,013	D	
Common Stock	04/21/2010		M		5,000	A ⁽¹⁾	\$6.14	42,013	D	
Common Stock	04/21/2010		S		42,013	D ⁽¹⁾	\$33.6994 ⁽²⁾	0	D	
Common Stock	04/23/2010		M		10,000	A ⁽¹⁾	\$19.22	10,000	D	
Common Stock	04/23/2010		M		4,300	A ⁽¹⁾	\$12.37	14,300	D	
Common Stock	04/23/2010		M		2,500	A ⁽¹⁾	\$11.76	16,800	D	
Common Stock	04/23/2010		S		16,800	D ⁽¹⁾	\$35.9	0	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
Stock Option	\$10.66	04/21/2010		M		9,463		(3)	10/25/2015	Common Stock	9,463	\$0	0	D	
Stock Option	\$12.37	04/21/2010		M		4,400		(4)	12/15/2015	Common Stock	4,400	\$0	13,050	D	
Stock Option	\$14.77	04/21/2010		M		9,350		(5)	05/11/2016	Common Stock	9,350	\$0	7,350	D	
Stock Option	\$20.27	04/21/2010		M		8,800		(6)	12/21/2016	Common Stock	8,800	\$0	26,200	D	
Stock Option	\$11.76	04/21/2010		M		5,000		(7)	05/15/2018	Common Stock	5,000	\$0	35,000	D	
Stock Option	\$6.14	04/21/2010		M		5,000		(8)	02/27/2019	Common Stock	5,000	\$0	30,000	D	
Stock Option	\$19.22	04/23/2010		M		10,000		(9)	05/02/2015	Common Stock	10,000	\$0	9,798	D	
Stock Option	\$12.37	04/23/2010		M		4,300		(4)	12/15/2015	Common Stock	4,300	\$0	8,750	D	
Stock Option	\$11.76	04/23/2010		M		2,500		(7)	05/15/2018	Common Stock	2,500	\$0	32,500	D	

Explanation of Responses:

1. The shares were sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 23, 2009 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 Rule 10b5-1 trading plan contains specific instructions to sell shares pursuant to the exercise of options if the price of the Issuer's common stock exceeds a pre-determined price per share.
2. This price is the weighted average sale price for the transactions on this line. The price for the transactions reported on this line range from \$33.41 to \$33.90. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
3. 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 October 25, 2006. The remaining options vested in a series of twelve successive equal quarterly installments.
4. This stock option vests in four equal annual installments starting on the first anniversary date of the grant, or December 15, 2006.
5. This stock option vests in four equal annual installments starting on the first anniversary date of the grant, or May 11, 2007.
6. This stock option vests in four equal annual installments starting on the first anniversary date of the grant, or December 21, 2007.
7. This stock option vests in four equal annual installments starting on the first anniversary date of the grant, or May 15, 2009.
8. This stock option vests in four equal annual installments starting on the first anniversary date of the grant, or February 24, 2010.
9. These options became fully vested pursuant to a stock sale restriction agreement dated December 15, 2005 between the reporting person and the issuer. The agreement restricts the reporting person's sale of common stock purchased pursuant to this option. All restrictions lapsed by May 2, 2009.

Remarks:

/s/ Bhaskar Rao

04/23/2010

** 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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