

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>WILLIAMS DALE E</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP, CFO & Secretary</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2007</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 <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 | 02/15/2007 | | M | | 342,891 | A | \$2.38 | 384,891 | D | |
| Common Stock | 02/15/2007 | | S | | 200 | D | \$25.8 | 384,691 | D | |
| Common Stock | 02/15/2007 | | S | | 4,700 | D | \$25.82 | 379,991 | D | |
| Common Stock | 02/15/2007 | | S | | 300 | D | \$25.83 | 379,691 | D | |
| Common Stock | 02/15/2007 | | S | | 300 | D | \$25.84 | 379,391 | D | |
| Common Stock | 02/15/2007 | | S | | 13,400 | D | \$25.85 | 365,991 | D | |
| Common Stock | 02/15/2007 | | S | | 6,000 | D | \$25.86 | 359,991 | D | |
| Common Stock | 02/15/2007 | | S | | 9,400 | D | \$25.87 | 350,591 | D | |
| Common Stock | 02/15/2007 | | S | | 9,900 | D | \$25.88 | 340,691 | D | |
| Common Stock | 02/15/2007 | | S | | 16,400 | D | \$25.89 | 324,291 | D | |
| Common Stock | 02/15/2007 | | S | | 7,200 | D | \$25.9 | 317,091 | D | |
| Common Stock | 02/15/2007 | | S | | 2,900 | D | \$25.91 | 314,191 | D | |
| Common Stock | 02/15/2007 | | S | | 7,100 | D | \$25.92 | 307,091 | D | |
| Common Stock | 02/15/2007 | | S | | 15,210 | D | \$25.93 | 291,881 | D | |
| Common Stock | 02/15/2007 | | S | | 37,800 | D | \$25.94 | 254,081 | D | |
| Common Stock | 02/15/2007 | | S | | 8,000 | D | \$25.95 | 246,081 | D | |
| Common Stock | 02/15/2007 | | S | | 300 | D | \$25.96 | 245,781 | D | |
| Common Stock | 02/15/2007 | | S | | 1,400 | D | \$25.97 | 244,381 | D | |
| Common Stock | 02/15/2007 | | S | | 790 | D | \$25.98 | 243,591 | D | |
| Common Stock | 02/15/2007 | | S | | 304 | D | \$26.03 | 243,287 | D | |
| Common Stock | 02/15/2007 | | S | | 2,000 | D | \$26.05 | 241,287 | D | |
| Common Stock | 02/15/2007 | | S | | 100 | D | \$26.1 | 241,187 | 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 | | | | | |

**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 options (right to buy) ⁽¹⁾ | \$2.38 ⁽²⁾ | 02/15/2007 | | M | | | 342,891 | (3) | 07/07/2013 | Common Stock | 342,891 | \$0 | 65,625 | 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 federal and state 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 10% of the total aggregate number of options granted, vested on October 27, 2003. An additional 15% of the original aggregate number of options granted vested and became exercisable on July 7, 2004. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments, beginning on October 7, 2004.

/s/ Dale E. Williams

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.

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.