

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* FRIEDMAN TULLY M (Last) (First) (Middle) C/O FRIEDMAN FLEISCHER & LOWE ONE MARITIME PLAZA, 10TH FLOOR (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol TEMPUR PEDIC INTERNATIONAL INC [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) 02/27/2006	
	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	02/27/2006		S		2,900	D	\$11.67	889,176	D	
Common Stock	02/27/2006		S		20,100	D	\$11.68	869,076	D	
Common Stock	02/27/2006		S		17,600	D	\$11.69	851,476	D	
Common Stock	02/27/2006		S		42,000	D	\$11.7	809,476	D	
Common Stock	02/27/2006		S		7,800	D	\$11.71	801,676	D	
Common Stock	02/27/2006		S		18,000	D	\$11.72	783,676	D	
Common Stock	02/27/2006		S		13,700	D	\$11.73	769,976	D	
Common Stock	02/27/2006		S		28,100	D	\$11.74	741,876	D	
Common Stock	02/27/2006		S		206,100	D	\$11.75	535,776	D	
Common Stock	02/27/2006		S		47,500	D	\$11.76	488,276	D	
Common Stock	02/27/2006		S		44,900	D	\$11.77	443,376	D	
Common Stock	02/27/2006		S		50,700	D	\$11.78	392,676	D	
Common Stock	02/27/2006		S		32,700	D	\$11.79	359,976	D	
Common Stock	02/27/2006		S		61,600	D	\$11.8	298,376	D	
Common Stock	02/27/2006		S		6,300	D	\$11.81	292,076	D	
Common Stock	02/28/2006		S		15,800	D	\$11.7	276,276	D	
Common Stock	02/28/2006		S		1,500	D	\$11.71	274,776	D	
Common Stock	02/28/2006		S		17,600	D	\$11.72	257,176	D	
Common Stock	02/28/2006		S		31,600	D	\$11.75	225,576	D	
Common Stock	02/28/2006		S		6,100	D	\$11.76	219,476	D	
Common Stock	02/28/2006		S		53,600	D	\$11.77	165,876	D	
Common Stock	02/28/2006		S		21,076	D	\$11.78	144,800	D	
Common Stock	02/28/2006		S		41,300	D	\$11.79	103,500	D	
Common Stock	02/28/2006		S		3,500	D	\$11.8	100,000	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 (e.g., puts/calls, warrants, options, convertible securities) (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of 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 Underlying 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)
Explanation of Responses:	Derivative Security				Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Tully M. Friedman ** Signature of Reporting Person		02/28/2006	Direct (D)	
<p>Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.</p> <p>* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).</p> <p>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p> <p>Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instructions for procedure.</p> <p>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.</p>											