FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPROVAL										
	OMB Number:	3235-0287									
l	Estimated average burden										
l	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

Name and Address of Reporting Person*						Issuer Name and Ticker or Trading Symbol									5. Relationship of Reporting Person(s) to Issuer					
FOGG DAVID C					TEMPUR PEDIC INTERNATIONAL INC									(Check all applicable)						
FOGG DAVID C					[T	TPX]										Direc	ctor er (give title		Owner (specify	
() (F) () (F) ()															X	belov		below		
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year)									Senior Vice President					
C/O TEMPUR-PEDIC INTERNATIONAL INC.						12/06/2004														
1713 JAGGIE FOX WAY																				
						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)															X Form filed by One Reporting Person					
LEXINGTON KY 40511															Form filed by More than One Reporting					
-															Person					
(City)	(St	ate) (2	Zip)																	
		Tabl	e I - Non	-Deriva	ative	Sec	uritie	s Acq	quired,	Dis	posed o	f, or	r Ben	eficia	ally (Owne	ed			
1. Title of S	ecurity (Inst	r. 3)		2. Transac					3.									6. Ownership	7. Nature	
				Date (Month/Da	ay/Year				Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr.			3, 4 an	´ Benefi		icially (D	Form: Direct (D) or Indirect	of Indirect Beneficial			
l l						(Month/Day/Yea		ıy/Year)) 8)						Owned Repor		d Following ted	(I) (Instr. 4)	Ownership (Instr. 4)	
					Code	٧	Amount		(A) or (D)	Price			action(s) 3 and 4)							
Common Stock 12/06/						/2004					101,25	2	D	\$18	.96	826,942		D		
		Ta	ble II - D	erivati	ve S	CUI	ities	Acani	ired. D	isno	sed of	or B	Renefi	cially	ν Ων	vned				
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/)	Date, Trans Code	Transaction		n of		6. Date Exercisal Expiration Date		e	7. Title and Amount of Securities Underlying			Deriv	ice of vative	9. Number o derivative	Ownership	11. Nature of Indirect	
Security (Instr. 3)	or Exercise Price of					nstr.	. Derivative (Securities		(Month/Day/Year)						Security (Instr. 5)		Securities Beneficially	Form: Direct (D)	Beneficial Ownership	
	Derivative Security							Acquired (A) or		Derivative Security (str. 3			Owned Following	or Indirect (I) (Instr. 4)	(Instr. 4)	
						Disposed of (D)		and 4)						Reported Transaction(s)	1,,,					
							(Instr. 3, 4 and 5)								(Instr. 4)	'				
			⊢							 			-							
													or	ount						
									Date		Expiration		Nur of	nber	r					
				0	Code	٧	(A)	(D)	Exercisa		Date	Title	Sha	res				1		

Explanation of Responses:

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

12/06/2004

** 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.