

<b>OMB APPROVAL</b>	
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**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

1. Name and Address of Reporting Person* <u>BRYANT H THOMAS</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>01/29/2010</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	01/29/2010		S		201	D	\$25.52 <sup>(1)</sup>	104,836	D	
Common Stock	01/29/2010		M		9,000	A	\$8.33	113,836	D	
Common Stock	01/29/2010		M		4,000	A	\$13.74	117,836	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 (right to buy)	\$8.33	01/29/2010		M			9,000	(2)	07/08/2018	Common Stock	9,000	\$0	0	D	
Stock Option (right to buy)	\$13.74	01/29/2010		M			4,000	(3)	05/05/2019	Common Stock	4,000	\$0	12,000	D	

**Explanation of Responses:**

- The reporting person's sale of Tempur-Pedic International Inc. common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, against the purchases on August 24, 2009 and September 8, 2009 (reported on a Form 4 filed on January 4, 2010). The reporting person has paid to Tempur-Pedic International Inc. the full amount of the disgorgable profit realized in connection with these transactions.
- These options vested and became exercisable in a series of three equal installments on the following dates: October 31, 2008, January 31, 2009 and April 30, 2009.
- These options vest and become exercisable in four equal installments on the following dates: July 31, 2009, October 31, 2009, January 31, 2010 and April 30, 2010.

**Remarks:**

/s/ Bhaskar Rao, Attorney-in-fact 02/02/2010

\*\* 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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