

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* <u>Clift Matthew</u> (Last) (First) (Middle) <u>C/O TEMPUR-PEDIC INTERNATIONAL INC.</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 Officer (give title below) Other (specify below) <u>Ex. VP, Global Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/26/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/28/2006</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	04/26/2006		S		200 ⁽¹⁾	D	\$15.52	23,134 ⁽²⁾	D	
Common Stock	04/26/2006		S		1,100 ⁽¹⁾	D	\$15.54	22,034 ⁽²⁾	D	
Common Stock	04/26/2006		S		900 ⁽¹⁾	D	\$15.52	21,134 ⁽²⁾	D	
Common Stock	04/26/2006		S		800 ⁽¹⁾	D	\$15.53	20,334 ⁽²⁾	D	
Common Stock	04/26/2006		S		600 ⁽¹⁾	D	\$15.52	19,734 ⁽²⁾	D	
Common Stock	04/26/2006		S		400 ⁽¹⁾	D	\$15.53	19,334 ⁽²⁾	D	
Common Stock	04/26/2006		S		200 ⁽¹⁾	D	\$15.51	19,134 ⁽²⁾	D	
Common Stock	04/26/2006		S		200 ⁽¹⁾	D	\$15.55	18,934 ⁽²⁾	D	
Common Stock	04/26/2006		S		200 ⁽¹⁾	D	\$15.53	18,734 ⁽²⁾	D	
Common Stock	04/26/2006		S		500 ⁽¹⁾	D	\$15.54	18,234 ⁽²⁾	D	
Common Stock	04/26/2006		S		500 ⁽¹⁾	D	\$15.52	17,734 ⁽²⁾	D	
Common Stock	04/26/2006		S		800 ⁽¹⁾	D	\$15.53	16,934 ⁽²⁾	D	
Common Stock	04/26/2006		S		400 ⁽¹⁾	D	\$15.51	16,534 ⁽²⁾	D	
Common Stock	04/26/2006		S		400 ⁽¹⁾	D	\$15.53	16,134 ⁽²⁾	D	
Common Stock	04/26/2006		S		366 ⁽¹⁾	D	\$15.56	15,768 ⁽²⁾	D	
Common Stock	04/26/2006		S		300 ⁽¹⁾	D	\$15.53	15,468 ⁽²⁾	D	
Common Stock	04/26/2006		S		300 ⁽¹⁾	D	\$15.54	15,168 ⁽²⁾	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)
					(A)	(D)	Date Exercisable	Expiration Date					
					Code	V			Title	Amount or Number of Shares			

Explanation of Responses:

1. The shares were sold pursuant to a Rule 10b5-1 trading plan dated March 8, 2006 and adopted by reporting person 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 plan contains specific instructions to sell 8,166 shares on April 26, 2006, 5,250 shares on July 3, 2006, and 5,250 shares on January 2, 2007 at the market price on each sale date. The proceeds from the shares sold and to be sold pursuant to this trading plan are expected to be used to fund federal and state income taxes payable as the result of prior and future vesting of 70,000 restricted stock units of Tempur-Pedic International Inc. awarded for no consideration on December 1, 2004. These restricted stock units vest in six successive semi-annual installments commencing on July 2, 2005.

2. The Form 4 filed on April 28, 2006 inadvertently included 300,000 shares of common stock underlying the stock option granted to the reporting person on December 1, 2004. This stock option grant was reported by the reporting person on a Form 4 filed on December 3, 2004. These shares of Tempur-Pedic International Inc. common stock underlying the stock option are not required to be disclosed in Table 1 of this Form 4, and this Form 4 has been amended accordingly.

/s/ William H. Poche, attorney- 07/06/2006
in-fact

** 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.