FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPRO	OVAL
	OMB Number:	3235-0287
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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

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1. Name and Address of Reporting Person*									er or Tradi			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
KOEHN NANCY F							TEMPUR PEDIC INTERNATIONAL INC [TPX]									or		10% Ov	vner
(Last)	(Last) (First) (Middle)					[***]									Officer below)	(give title		Other (s below)	specify
C/O HARVARD BUSINESS SCHOOL							of Earliest 2010	t Trans	action (Mo	nth/E	Day/Year)								
ROCK CENTER 315							2010												
MOCK GENTER 313							endment,	Date o	of Original F	iled	(Month/D	6. Individual or Joint/Group Filing (Check Applicable							
(Street)														Line)		:	- D	ti D	_
BOSTO	N M	Α	02163										X	X Form filed by One Reporting Person					
					-										Form f Persor		re thar	n One Repo	rting
(City)	(S	tate)	(Zip)																
		Tab	le I - Nor	ı-Deriv	/ative	e Se	curitie	s Acc	quired, I	Disp	osed o	of, or Be	enefi	cially	/ Owned	l			
1. Title of S	Security (Inst	tr. 3)		2. Trans	saction		2A. Deem	ed	3.		4. Secur	ities Acqui	red (A)	or	5. Amou	nt of	6. Ov	vnership	7. Nature
Date (Month/I						ear)	Execution Date, if any (Month/Day/Year)		Code (Instr. 5)			d Of (D) (In			Securitie Benefici Owned F	ially (D) Following (I) (or Indirect Instr. 4)	of Indirect Beneficial Ownership
									Code	v	Amount	(A) or (D)		ice	Transact	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)
Common Stock 05/04/							/2010		A		1,20	1,200 A		(1)	1,200			D	
		Т	able II - I	Deriva	tive S	Sec	urities	Acqı	uired, Di	spc	sed of	, or Ben	efici	ally	Owned				
				(e.g., p	outs,	call	s, warr	ants,	, option	s, c	onverti	ble sec	uritie	es)					
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)		n of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Securi (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)	Beneficial Ownership (Instr. 4)
					Code	v	(A)		Date Exercisable		xpiration ate		Amo or Num of Shar	ber					
Stock Options (right to buy)	\$33.33	05/04/2010			A		2,644		(2)	05	5/04/2020	Common Stock	2,6	44	\$0	2,644		D	

Explanation of Responses:

1. Each deferred stock unit represents the right to receive one share of common stock of the issuer at the end of the deferral period described below. The deferred stock units vest in four equal installments on July 31, 2010, October 31, 2010, January 31, 2011 and April 30, 2011. The vested shares will be delivered to the reporting person on May 4, 2013, unless an election is made by the reporting person to defer receipt of such shares to a later date.

 $2.\ These\ securities\ vest\ in\ four\ equal\ installments\ on\ the\ following\ dates:\ July\ 31,\ 2010,\ October\ 31,\ 2010,\ January\ 31,\ 2011\ and\ April\ 30,\ 2011.$

Remarks:

/s/ Dale E. Williams, Attorneyin-fact 05/06/2010

** 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.

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.

TEMPUR-PEDIC INTERNATIONAL INC.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Mark A. Sarvary, Dale E. Williams, Lou Hedrick Jones, and Bhaskar Rao, each individually, as the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Tempur-Pedic International Inc. (the "<u>Company</u>"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact, or such attorneys-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

By this Power of Attorney, the undersigned hereby revokes all prior Powers of Attorney authorizing any person to sign any documents in the name of the undersigned related to Section 16 and the Company.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of February, 2010.

Signature:	/s/ Nancy Koehn
Print	Nancy Koehn
Name:	