

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) March 12, 2006

TEMPUR-PEDIC INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-31922
(Commission File Number)

33-1022198
(I.R.S. Employer Identification No.)

1713 Jaggie Fox Way
Lexington, Kentucky 40511
(Address of principal executive offices) (Zip Code)

(800) 878-8889
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On March 12, 2006, the Board of Directors of Tempur-Pedic International Inc. (the "Company") approved annual salary increases for the named executive officers of the Company (as defined in Regulation S-K Item 402(a)(3)) other than the Chief Executive Officer. The Board of Directors also approved 2006 target bonuses for the named executive officers as a percentage of each officer's base salary. The criteria for achieving the target bonuses include total revenue, pro forma earnings per share and earnings before interest and taxes and a discretionary component based on individual performance. In addition, the Compensation Committee of the Board of Directors has approved the 2006 salary and 2006 target bonus for the Company's Chief Executive Officer. The base salary amounts and the target bonus percentages are as follows:

<u>Officer</u>	<u>2006 Salary</u>	<u>2006 Target Bonus (as a % of Salary)</u>
Mr. Robert B. Trussell, Chief Executive Officer	\$ 566,800	100%
Mr. H. Thomas Bryant, President	\$ 424,320	80%
Mr. Matthew D. Clift, Executive Vice President, Global Operations	\$ 324,480	50%
Mr. David Montgomery, Executive Vice President and President of International Operations *	\$ 332,592	50%
Mr. Dale E. Williams, Senior Vice President, Chief Financial Officer and Secretary	\$ 294,320	50%

* Mr. Montgomery's 2006 target bonus is paid in Pounds.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) - (c) On March 13, 2006, the Company announced a succession plan in connection with Mr. Trussell's decision to retire as Chief Executive Officer effective at the 2006 Annual Meeting of stockholders to be held on April 28, 2006. Mr. H. Thomas Bryant, the Company's current President, has been elected as the new Chief Executive Officer effective at the 2006 Annual Meeting. Mr. Trussell will remain as a director of the Company, and has been nominated for re-election as a director at the Annual Meeting, and if re-elected, will be appointed to the position of Vice Chairman.

Mr. Bryant, age 58, joined the Company in July 2001. From July 2001 to December 2004, Mr. Bryant served as Executive Vice President and President of North American Operations. In December 2004, Mr. Bryant was promoted to President of the Company. Prior to joining the Company, from 1998 to 2001, Mr. Bryant was the President and Chief Executive Officer of Stairmaster Sports & Medical Products, Inc. From 1989 to 1997, Mr. Bryant served in various senior management positions at Dunlop Maxfli Sports Corporation, most recently as President. Prior to that, Mr. Bryant spent 15 years in various management positions at Johnson & Johnson. Mr. Bryant received his B.S. degree from Georgia Southern University. There are no family relationships between the Mr. Bryant and the Company.

Pursuant to the terms of the Amended and Restated Employment and Noncompetition Agreement between the Company and Mr. Bryant dated as of October 4, 2002, Mr. Bryant currently receives a base salary of \$408,000, and he is eligible to receive a performance bonus based on a formula established by the Board of Directors. Mr. Bryant is also eligible to participate in the Company's benefit plans and receive an automobile allowance. In the event that the Company terminates Mr. Bryant without cause or Mr. Bryant

terminates his employment for good reason, Mr. Bryant is entitled to receive a pro-rata portion of his performance bonus and, for a minimum of 12 months, his base salary. If the Company terminates Mr. Bryant with cause, or Mr. Bryant terminates his employment for no reason, Mr. Bryant is entitled to receive any unpaid portion of his base salary and a pro-rata portion of his performance bonus. Mr. Bryant is also subject to confidentiality, noncompetition and nonsolicitation provisions.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release announcing the Chief Executive Officer Succession Plan

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 16, 2006

Tempur-Pedic International Inc.

By: /s/ Robert B. Trussell, Jr.

Name: Robert B. Trussell, Jr.

Title: Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release announcing the Chief Executive Officer Succession Plan

TEMPUR-PEDIC INTERNATIONAL ANNOUNCES CEO SUCCESSION PLAN; H. Thomas Bryant Elected CEO, Effective April 28, 2006; Robert Trussell Will Remain on Board As Vice Chairman

LEXINGTON, KY, March 13, 2006 – Tempur-Pedic International Inc. (NYSE: TPX), the leading manufacturer, marketer and distributor of premium mattresses and pillows worldwide, today announced that its Board of Directors has elected H. Thomas Bryant, the Company's President, as Tempur-Pedic's next Chief Executive Officer.

Bryant, a consumer products veteran, will assume leadership of the Company effective at the 2006 Annual Meeting of Stockholders, to be held on April 28, 2006. In addition to his election as CEO, he will retain the position of President. The Board of Directors has nominated him for election as a director at the 2006 Annual Meeting.

The announcement culminates an orderly succession plan by the Board of Directors that accommodates Bob Trussell's decision to retire. Trussell has been nominated for re-election to the Board as a director and if elected will be named by the Board to the position of Vice Chairman.

Trussell said, "Tom Bryant is a talented and experienced executive who has driven our business, our strategy and our operations. I am pleased our Board endorsed my recommendation that Tom succeed me. Since joining Tempur-Pedic in July 2001, Tom and I have worked closely together building a global business, crafting our marketing strategy and building a top-notch management team. He is an outstanding leader with a commitment to excellence. Under his leadership, I am convinced Tempur-Pedic will achieve our goal of becoming the world's largest and most profitable bedding company."

Bryant commented, "I am honored by the Board's decision and look forward to leading Tempur-Pedic. Tempur-Pedic has superior products, a global, vertically integrated business model with outstanding employees, a strong tradition of operating performance and solid growth prospects, and is extremely well-positioned to continue to build on the viscoelastic category Bob created."

"The Board of Directors and our employees owe Bob our deepest gratitude for the vision and leadership he provided since founding the U.S. business in 1992. He is a visionary who grew Tempur-Pedic from a start-up to becoming the one of the top four mattress manufacturers in the U.S. We look forward to benefiting from his continued role on the Board," stated P. Andrews McLane, Chairman of the Board of Directors.

Trussell noted, "Serving as CEO of Tempur-Pedic for the past 14 years has been one of the most gratifying experiences of my life. Over the past decade, we have created one of the largest and best-positioned bedding manufacturers in the world. With a fundamentally better sleep technology, we have a wonderful future ahead of us. And, while I will miss the day-to-day duties of CEO, I look forward to continuing in an active role on the board. This will be a very smooth leadership transition that will serve the best interests of our shareholders, customers and employees."

H. Thomas Bryant Background

Bryant, 58, was elected President of Tempur-Pedic International, Inc. in November 2004. In this role, his responsibilities included all of the company's day-to-day domestic and international business activities. He joined the company in July 2001 as Executive Vice President and President of North

American Operations, which included direct responsibility for worldwide manufacturing and product development.

Prior to joining Tempur-Pedic, Mr. Bryant served as President and Chief Executive Officer of Stairmaster Sports and Medical Products, President of Dunlop Maxfli Sports Corp. and also spent 13 years with Johnson & Johnson working in sales, marketing and general management.

Forward-looking Statements

This release contains “forward-looking statements,” within the meaning of federal securities laws, which include information concerning one or more of the Company’s plans, objectives, goals, strategies, and other information that is not historical information. When used in this release, the words “estimates,” “expects,” “anticipates,” “projects,” “plans,” “intends,” “believes,” and variations of such words or similar expressions are intended to identify forward-looking statements. All forward-looking statements, including without limitation, statements regarding the Company’s goals and growth prospects, are based upon current expectations and beliefs and various assumptions. There can be no assurance that the Company will realize these expectations or that these beliefs will prove correct.

There are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements contained in this release. Numerous factors, many of which are beyond the Company’s control, could cause actual results to differ materially from those expressed as forward-looking statements. These risk factors include general economic and industry conditions and consumer confidence; uncertainties arising from global events; consumer acceptance of the Company’s products; industry competition; the efficiency and effectiveness of the Company’s advertising campaigns and other marketing programs; the Company’s ability to further penetrate the US retail furniture channel, including the timing of opening or expanding within large retail accounts; the Company’s ability to continuously improve its product line, maintain efficient, timely and cost-effective production and delivery of its products, and manage its growth; and rising commodity costs. Additional information concerning these and other risks and uncertainties are discussed in the Company’s filings with the Securities and Exchange Commission, including without limitation the Company’s annual report on Form 10-K under the headings “Special Note Regarding Forward-Looking Statements” and “Risk Factors”. Any forward-looking statement speaks only as of the date on which it is made, and the Company undertakes no obligation to update any forward-looking statements for any reason, including to reflect events or circumstances after the date on which such statements are made or to reflect the occurrence of anticipated or unanticipated events or circumstances.

About the Company

Tempur-Pedic International Inc. (NYSE: TPX) manufactures and distributes Swedish Mattresses and Neck Pillows™ made from its proprietary TEMPUR® pressure-relieving material: a visco-elastic material that conforms to the body to provide support and help alleviate pressure points. Products are currently sold in 60 countries under the TEMPUR® and Tempur-Pedic® brand names. World headquarters for Tempur-Pedic International is in Lexington, KY.

For more information, visit <http://www.tempurpedic.com> or call 800-805-3635.