

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 | |
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| 1. Name and Address of Reporting Person* FOGG DAVID C (Last) (First) (Middle) C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY (Street) LEXINGTON KY 40511 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol TEMPUR PEDIC INTERNATIONAL INC [TPX] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior Vice President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/12/2005 | |
| | | 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 | 05/12/2005 | | G ⁽¹⁾ | v | 1,100 | D | \$0 | 931,104 | D | |
| Common Stock | 05/12/2005 | | G ⁽²⁾ | v | 750 | D | \$0 | 930,354 | D | |
| Common Stock | 05/12/2005 | | S | | 100 | D | \$20.17 | 930,254 | D | |
| Common Stock | 05/12/2005 | | S | | 30,200 | D | \$20.18 | 900,054 | D | |
| Common Stock | 05/12/2005 | | S | | 40,300 | D | \$20.19 | 859,754 | D | |
| Common Stock | 05/12/2005 | | S | | 5,312 | D | \$20.2 | 854,442 | D | |
| Common Stock | 05/12/2005 | | S | | 800 | D | \$20.21 | 853,642 | D | |
| Common Stock | 05/12/2005 | | S | | 300 | D | \$20.22 | 853,342 | D | |
| Common Stock | 05/12/2005 | | S | | 26,400 | D | \$20.23 | 826,942 | D | |
| Common Stock | | | | | | | | 1,850 | I | See Footnote ⁽³⁾ |
| Common Stock | 05/16/2005 | | S | | 1,100 | D | \$20.26 | 750 | I | See Footnote ⁽⁴⁾ |
| Common Stock | 05/16/2005 | | S | | 750 | D | \$20.26 | 0 | I | See Footnote ⁽⁵⁾ |

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 | | | | | |

Explanation of Responses:

- Gift to son who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.
- Gift to daughter who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his daughter, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.
- (3) Shares held by the reporting person's son and daughter who share the reporting person's household.
- (4) Shares sold by the reporting person's son who shares the reporting person's household.
- (5) Shares sold by the reporting person's daughter who shares the reporting person's household.

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

05/16/2005

** 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.