

WILLIAMS DALE E

Form 4/A

March 13, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILLIAMS DALE E**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**TEMPUR PEDIC  
INTERNATIONAL INC [TPX]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O TEMPUR-PEDIC  
INTERNATIONAL INC., 1713  
JAGGIE FOX WAY**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/01/2011**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**EVP & CFO**

(Street)  
**LEXINGTON, KY 40511**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**08/03/2011**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/01/2011		M		56,086 (1) \$ 6.14 (1)	191,187 (1)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

# Edgar Filing: WILLIAMS DALE E - Form 4/A

**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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 6.14 <sup>(1)</sup>	08/01/2011		M		56,086 <sup>(1)</sup>		<sup>(1)</sup>	02/27/2019 <sup>(1)</sup>	Common Stock	56,086 <sup>(1)</sup>

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

WILLIAMS DALE E  
C/O TEMPUR-PEDIC INTERNATIONAL INC.  
1713 JAGGIE FOX WAY  
LEXINGTON, KY 40511

EVP & CFO

## Signatures

/s/ Bhaskar Rao,  
Attorney-in-fact 03/13/2012

                    Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) The original Form 4 inadvertently reported the exercise of options originally granted on June 28, 2006 with an exercise price of \$13.47 per share. The options actually exercised covering 56,086 shares of common stock were originally granted on February 27, 2009 with an exercise price of \$6.14 per share (the "\$6.14 Options"). This amendment is being filed to correct the exercise price, vesting schedule and number of \$6.14 Options held following the exercise. The number of shares of common stock reflected in Table I, column 5 of this amended Form 4 filing reflects the reporting person's holdings of common stock as of the date hereof. The \$6.14 Options vest in four equal annual installments beginning on February 27, 2010 and ending on February 27, 2013. As of the date of this amendment, and as reported in Table II, column 9 of this amended Form 4, the reporting person holds \$6.14 Options covering 123,914 shares of common stock as of the date hereof.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.