

TEMPUR PEDIC INTERNATIONAL INC

Form 4

December 04, 2006

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

Check this box
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TRUSSELL ROBERT B JR

(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]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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	12/01/2006		S		3,600 (1)	D \$ 21.09	643,329	I	By RBT Investments, LLC
Common Stock	12/01/2006		S		4,300 (1)	D \$ 21.1	639,029	I	By RBT Investments, LLC
Common Stock	12/01/2006		S		3,100 (1)	D \$ 21.11	635,929	I	By RBT Investments, LLC

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Common Stock	12/01/2006	S	2,800 (1)	D	\$ 21.12	633,129	I	By RBT Investments, LLC
Common Stock	12/01/2006	S	2,100 (1)	D	\$ 21.13	631,029	I	By RBT Investments, LLC
Common Stock	12/01/2006	S	1,300 (1)	D	\$ 21.14	629,729	I	By RBT Investments, LLC
Common Stock	12/01/2006	S	2,900 (1)	D	\$ 21.16	626,829	I	By RBT Investments, LLC
Common Stock	12/01/2006	S	700 (1)	D	\$ 21.2	626,129	I	By RBT Investments, LLC
Common Stock	12/01/2006	S	300 (1)	D	\$ 21.23	625,829	I	By RBT Investments, LLC
Common Stock	12/01/2006	S	900 (1)	D	\$ 21.25	624,929	I	By RBT Investments, LLC
Common Stock	12/01/2006	S	300 (1)	D	\$ 21.33	624,629	I	By RBT Investments, LLC

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRUSSELL ROBERT B JR C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY LEXINGTON, KY 40511				X

Signatures

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

12/04/2006

__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 shares were sold pursuant to a Rule 10b5-1 trading plan dated June 23, 2006 and adopted by RBT Investments, LLC, 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, subject to certain limitations, 125,000 shares on the first trading day of each month from August 2006 until December 2006, at the market price on each sale date. The plan was adopted for estate and tax planning purposes. The reporting person and his spouse control the investment and voting decisions of RBT Investments, LLC indirectly as trustees of the members of RBT Management, LLC, the manager for RBT Investments, LLC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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