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TEMPUR PEDIC INTERNATIONAL INC

Form 4

February 11, 2008

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** MONTGOMERY DAVID			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			TEMPUR PEDIC INTERNATIONAL INC [TPX]	(Check all applicable)		
(Last) C/O TEMPU INTERNATI JAGGIE FOX	IONAL INC., 1713		3. Date of Earliest Transaction (Month/Day/Year) 02/07/2008	Director 10% Owner _X Officer (give title Other (specify below) Exec VP, Pres of Intl Ops		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		

LEXINGTON, KY 40511

nonin/Day/ rear)	Applicable Line)
	X Form filed by One Reporting Person
	Form filed by More than One Reporting
	Person

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)
Common			Code V	Amount	(D)	Price	(IIIstr. 3 and 4)		
Stock	02/07/2008		M	7,966	A		465,304	D	
Common Stock	02/07/2008		S	1,700	D	\$ 17.47	463,604	D	
Common Stock	02/07/2008		S	738	D	\$ 17.49	462,866	D	
Common Stock	02/07/2008		S	300	D	\$ 17.5	462,566	D	

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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 displays a currently valid OMB control number.

SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number iom 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 Option (right to buy) (1)	\$ 2.86 (2)	02/07/2008		M	7,9	966	<u>(3)</u>	08/13/2013	Common Stock	7,966

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MONTGOMERY DAVID C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY LEXINGTON, KY 40511

Exec VP, Pres of Intl Ops

Signatures

/s/ William H. Poche, Attorney-in-fact 02/11/2008

**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).
 - The reporting person exercised the stock option in order to receive the benefits of retaining ownership of the underlying common stock.
- (1) The proceeds from the sale of the shares will be used to pay for the exercise price of the stock option and estimated taxes payable as a result of the exercise.

(2) Reflects rounding.

Reporting Owners 2

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These options vested and became exercisable in a series of installments. The first installment, which consisted of 25% of the total aggregate number of options granted, vested on August 13, 2004. The remaining options vested and became exercisable in a series of twelve successive equal quarterly installments.

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.