

MONTGOMERY DAVID
Form 4
May 03, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MONTGOMERY DAVID

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP, Pres. Intl. Ops.

C/O TEMPUR-PEDIC
INTERNATIONAL INC., 1713
JAGGIE FOX WAY

(Street)

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

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

LEXINGTON, KY 40511

(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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	05/02/2005		M	A	\$ 1.9 <u>(1)</u>	234,475	D
Common Stock	05/02/2005		S	D	\$ 19.25	211,375	D
Common Stock	05/02/2005		S	D	\$ 19.29	201,375	D
Common Stock	05/02/2005		S	D	\$ 19.3	200,875	D
	05/02/2005		S	D		200,175	D

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Common Stock						\$ 19.31		
Common Stock	05/02/2005	S	700	D		\$ 19.32	199,475	D
Common Stock	05/02/2005	S	2,600	D		\$ 19.35	196,875	D
Common Stock	05/03/2005	M	12,400	A		\$ 1.9 ⁽¹⁾	209,275	D
Common Stock	05/03/2005	S	2,400	D		\$ 19.35	206,875	D
Common Stock	05/03/2005	S	5,000	D		\$ 19.4	201,875	D
Common Stock	05/03/2005	S	5,000	D		\$ 19.45	196,875	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock	\$ 1.9 ⁽¹⁾	05/02/2005		M		⁽²⁾	02/24/2013	Common Stock	37,600
Common Stock	\$ 1.9 ⁽¹⁾	05/03/2005		M		⁽²⁾	02/24/2013	Common Stock	12,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Exec VP, Pres. Intl. Ops.

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

Signatures

/s/ William H. Poche, Attorney
in Fact

05/03/2005

__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) Reflects rounding

These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the total aggregate

- (2) number of options granted, vested on August 20, 2003. The remaining options vest and become exercisable in a series of twelve successive equal quarterly installments, beginning on May 24, 2004.

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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