MONTGOMERY DAVID
Form 4
May 05, 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

(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)
05/04/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)

Exec VP, Pres. Intl. Ops.

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	05/04/2005		M		49,470	A	$ 1.9 (1)	246,345	D	
Common Stock	05/04/2005		S		5,000	D	$ 19.5	241,345	D	
Common Stock	05/04/2005		S		3,700	D	$ 19.6	237,645	D	
Common Stock	05/04/2005		S		1,300	D	$ 19.62	236,345	D	
	05/04/2005		S		5,000	D		231,345	D	

Common Stock							$ 19.64		
Common Stock	05/04/2005		S		5,000	D	$ 19.65	226,345	D
Common Stock	05/04/2005		S		5,000	D	$ 19.7	221,345	D
Common Stock	05/04/2005		S		5,000	D	$ 19.75	216,345	D
Common Stock	05/04/2005		S		5,000	D	$ 19.8	211,345	D
Common Stock	05/04/2005		S		5,000	D	$ 19.85	206,345	D
Common Stock	05/04/2005		S		5,000	D	$ 19.9	201,345	D
Common Stock	05/04/2005		S		4,470	D	$ 19.95	196,875	D

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

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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. 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 Option (right to buy)	$ 1.9 (1)	05/04/2005		M			49,470	(2)	02/24/2013	Common Stock	49,470

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. Intl. Ops.	

Signatures

/s/ William H. Poche, Attorney in fact	05/04/2005
**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

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