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TEMPUR PEDIC INTERNATIONAL INC

Form 4 May 16, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FOGG DAVID C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol **TEMPUR PEDIC**

INTERNATIONAL INC [TPX]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

C/O TEMPUR-PEDIC

05/12/2005

(Month/Day/Year)

below) Senior Vice President

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LEXINGTON, KY 40511

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed 4 and 3 (A) or	of (D)	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 Stock	05/12/2005		G(1) V	1,100	D	\$ 0	931,104	D	
Common Stock	05/12/2005		G(2) V	750	D	\$ 0	930,354	D	
Common Stock	05/12/2005		S	100	D	\$ 20.17	930,254	D	
Common Stock	05/12/2005		S	30,200	D	\$ 20.18	900,054	D	
	05/12/2005		S	40,300	D		859,754	D	

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Common Stock					\$ 20.19			
Common Stock	05/12/2005	S	5,312	D	\$ 20.2	854,442	D	
Common Stock	05/12/2005	S	800	D	\$ 20.21	853,642	D	
Common Stock	05/12/2005	S	300	D	\$ 20.22	853,342	D	
Common Stock	05/12/2005	S	26,400	D	\$ 20.23	826,942	D	
Common Stock						1,850	I	See Footnote (3)
Common Stock	05/16/2005	S	1,100	D	\$ 20.26	750	I	See Footnote
Common Stock	05/16/2005	S	750	D	\$ 20.26	0	I	See Footnote (5)

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)

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Senior Vice President

Signatures

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

05/16/2005

**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).
- Gift to son who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.
- Gift to daughter who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held by
- (2) his daughter, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.
- (3) (3) Shares held by the reporting person's son and daughter who share the reporting person's household.
- (4) Shares sold by the reporting person's son who shares the reporting person's household.
- (5) (5) Shares sold by the reporting person's daughter who shares the reporting person's household.

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.

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