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TEMPUR PEDIC INTERNATIONAL INC Form 4 February 01, 2007 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BRYANT H THOMAS** Issuer Symbol TEMPUR PEDIC (Check all applicable) INTERNATIONAL INC [TPX] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O TEMPUR-PEDIC 01/30/2007 President & CEO **INTERNATIONAL INC., 1713** JAGGIE FOX WAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LEXINGTON, KY 40511 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of 6. Indirect Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial anv (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect (Instr. 4) Following Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common \$ 1.52 01/30/2007 557.813 557,813 D M Α (1) Stock Common \$ 2.86 01/30/2007 49.454 Α 607,267 D Μ (1) Stock Common S 01/30/2007 100 607,167 D D 23.97 Stock Common S 01/30/2007 4,400 D 602,767 D 23.99 Stock 01/30/2007 S 7,500 D \$24 595,267 D

Common

Stock

Common Stock	01/30/2007	S	1,800	D	\$ 24.01	593,467	D
Common Stock	01/30/2007	S	3,400	D	\$ 24.02	590,067	D
Common Stock	01/30/2007	S	1,400	D	\$ 24.03	588,667	D
Common Stock	01/30/2007	S	16,800	D	\$ 24.04	571,867	D
Common Stock	01/30/2007	S	4,700	D	\$ 24.05	567,167	D
Common Stock	01/30/2007	S	5,400	D	\$ 24.06	561,767	D
Common Stock	01/30/2007	S	5,200	D	\$ 24.07	556,567	D
Common Stock	01/30/2007	S	4,200	D	\$ 24.08	552,367	D
Common Stock	01/30/2007	S	9,100	D	\$ 24.09	543,267	D
Common Stock	01/30/2007	S	1,000	D	\$ 24.1	542,267	D
Common Stock	01/30/2007	S	400	D	\$ 24.11	541,867	D
Common Stock	01/30/2007	S	4,300	D	\$ 24.12	537,567	D
Common Stock	01/30/2007	S	300	D	\$ 24.13	537,267	D
Common Stock	01/30/2007	S	2,400	D	\$ 24.14	534,867	D
Common Stock	01/30/2007	S	2,000	D	\$ 24.15	532,867	D
Common Stock	01/30/2007	S	800	D	\$ 24.16	532,067	D
Common Stock	01/30/2007	S	1,900	D	\$ 24.18	530,167	D
Common Stock	01/30/2007	S	1,200	D	\$ 24.2	528,967	D
Common Stock	01/30/2007	S	300	D	\$ 24.21	528,667	D
	01/30/2007	S	100	D		528,567	D

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Common Stock					\$ 24.22	
Common Stock	01/30/2007	S	100	D	\$ 24.24 528,467	D
Common Stock	01/30/2007	S	1,900	D	\$ 24.27 526,567	D
Common Stock	01/30/2007	S	300	D	\$ 24.28 526,267	D
Common Stock	01/30/2007	S	3,800	D	\$ 24.29 522,467	D
Common Stock	01/30/2007	S	1,500	D	\$ 24.3 520,967	D

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.

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. Transactio Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Exp Securities (Mo Acquired (A) or Disposed of (D) (Instr. 3, 4, and		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and		ivative Expiration Date arities (Month/Day/Year) uired (A) or posed of (D)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares				
Stock Options (right to buy)	\$ 1.52 <u>(1)</u>	01/30/2007		М		557,813	<u>(2)</u>	11/01/2012	Common Stock	557,				
Stock Options (right to buy)	\$ 2.86 <u>(1)</u>	01/30/2007		М		49,454	<u>(3)</u>	08/13/2013	Common Stock	49,4				
Futures Contract (obligation to sell)	\$ 23.8524	02/01/2007		S		350,000	02/01/2009	02/01/2009	Common Stock	350,0				

Reporting Owners

Reporting Owner Name / Address		Relationships							
		Director	10% Owner	Officer	Other				
BRYANT H THOMAS C/O TEMPUR-PEDIC INTERNATIONAL 1713 JAGGIE FOX WAY LEXINGTON, KY 40511	L INC.	Х		President & CEO					
Signatures									
/s/ William H. Poche, Attorney-in-fact	02/01/2	2007							
**Signature of Reporting Person	Date	•							
Explanation of Respons	66.								

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 vested and became exercisable in a series of installments. The first installment, which consisted of 25% of the original (2) aggregate number of options granted, vested on July 28, 2003. The remaining options vest in a series of twelve successive equal quarterly installments.

These options vested and became exercisable in a series of installments. The first installment, which consisted of 25% of the original (3) aggregate number of options granted, vested on August 13, 2004. The remaining options become 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.