## Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

TEMPUR PEDIC INTERNATIONAL INC Form 4 March 22, 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 TRUSSELL ROBERT B JR Issuer Symbol TEMPUR PEDIC (Check all applicable) **INTERNATIONAL INC [TPX]** (Last) (First) (Middle) 3. Date of Earliest Transaction X Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) C/O TEMPUR-PEDIC 03/20/2007 **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) or 5. Amount of 7. Nature of 6. Indirect Security (Month/Day/Year) Execution Date, if TransactionDisposed 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 Following or Indirect (Instr. 4) Reported  $(\mathbf{I})$ (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common \$ 03/20/2007 С 218,346 81,754 D D Stock 26.2173

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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 2 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative Expiration Date **Underlying Securities** Code (Month/Day/Year) (Instr. 3 and 4) Security or Exercise any Securities (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Amount Date Expiration Title Number Exercisable Date Code V (A) (D) Shares Variable Forward Common \$26.2173 03/20/2007 C 218,346 03/20/2007 03/20/2007 300,00 Contract Stock (1) **Reporting Owners**

## Reporting Owner Name / AddressRelationshipDirector10% OwnerOfficerOtherTRUSSELL ROBERT B JR<br/>C/O TEMPUR-PEDIC INTERNATIONAL INC.<br/>1713 JAGGIE FOX WAY<br/>LEXINGTON, KY 40511XXVVSignatures<br/>/s/ William H. PocheVVVVV

/s/ William H. Poche, Attorney-in-fact 03/21/2007

\*\*Signature of Reporting Person

## **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).

Date

Robert B. Trussell, Jr. and Martha O. Trussell as tenants in common (the "Trussells") entered into a variable forward contract (the "VFC") with UBS Securities LLC ("UBS") on March 16, 2005. On March 16, 2005, the Trussells filed a Form 144 with the SEC providing notice of the proposed transaction and on March 18, 2005, filed a Form 4 with the SEC reporting the entry into this transaction. Under the VFC, UBS introduced an aggregate of 300,000 shares of common stock of Tempur-Pedic International Inc. into the public market. On March 20, 2007, the settlement date of the VFC, the Trussells delivered 218,346 shares of common stock to UBS pursuant to the terms of the VFC, representing full settlement of the VFC.

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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