

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 March 15, 2010

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 *
 Judge Paul R

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)
 03/12/2010

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

88 THE PANORAMIC, 152 GOSVENOR ROAD

(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

LONDON, X0 SW1V3JL

(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 Beneficial Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	03/12/2010		M			5,050	\$ 19.03	5,050	D	
Common Stock	03/12/2010		M			17,050	\$ 26.85	22,100	D	
Common Stock	03/12/2010		M			17,050	\$ 11.28	39,150	D	
Common Stock	03/12/2010		M			17,025	\$ 13.74	56,175	D	
Common Stock	03/12/2010		S			31,834	\$ 30.8223	24,341	D	

(1)

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 19.03	03/12/2010		M	5,050	<u>(2)</u> 10/23/2016	Common Stock	5,050	
Stock Option (right to buy)	\$ 26.85	03/12/2010		M	17,050	<u>(3)</u> 06/18/2017	Common Stock	17,050	
Stock Option (right to buy)	\$ 11.28	03/12/2010		M	17,050	<u>(4)</u> 05/06/2018	Common Stock	17,050	
Stock Option (right to buy)	\$ 13.74	03/12/2010		M	17,025	<u>(5)</u> 05/05/2019	Common Stock	17,025	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Judge Paul R 88 THE PANORAMIC 152 GOSVENOR ROAD LONDON, X0 SW1V3JL	X			

Signatures

/s/ Bhaskar Rao,
Attorney-in-fact

03/15/2010

__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).
This price is the weighted average sale price for the transactions on this line. The price for the transactions reported on this line range
(1) from \$30.822 to \$30.87. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
(2) Fifty percent of this option vested on the grant date, October 23, 2006, twenty-five percent vested on January 31, 2007 and twenty-five percent vested on April 30, 2007.
(3) These options vest in four equal installments on the following dates: July 31, 2007, October 31, 2007, January 31, 2008 and April 30, 2008.
(4) These options vest in four equal installments on the following dates: July 31, 2008, October 31, 2008, January 31, 2009 and April 30, 2009.
(5) These options vest in four equal installments on the following dates: July 31, 2009, October 31, 2009, January 31, 2010 and April 30, 2010.

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.