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

#### TEMPUR PEDIC INTERNATIONAL INC

Form 4

February 28, 2006

# FORM 4

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

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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 \* FRIEDMAN TULLY M

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol **TEMPUR PEDIC** 

02/27/2006

INTERNATIONAL INC [TPX]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

\_X\_\_ Director Officer (give title

10% Owner \_\_Other (specify

C/O FRIEDMAN FLEISCHER & LOWE, ONE MARITIME PLAZA, 10TH FLOOR

(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

SAN FRANCISCO, CA 94111

(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)	Code (Instr. 8)	4. Securities oner Dispose (Instr. 3, 4	d of (E and 5) (A) or	<b>)</b> )	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	02/27/2006		Code V	Amount 2,900	(D)	Price \$ 11.67	889,176	D			
Common Stock	02/27/2006		S	20,100	D	\$ 11.68	869,076	D			
Common Stock	02/27/2006		S	17,600	D	\$ 11.69	851,476	D			
Common Stock	02/27/2006		S	42,000	D	\$ 11.7	809,476	D			
	02/27/2006		S	7,800	D		801,676	D			

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Common Stock					\$ 11.71		
Common Stock	02/27/2006	S	18,000	D	\$ 11.72	783,676	D
Common Stock	02/27/2006	S	13,700	D	\$ 11.73	769,976	D
Common Stock	02/27/2006	S	28,100	D	\$ 11.74	741,876	D
Common Stock	02/27/2006	S	206,100	D	\$ 11.75	535,776	D
Common Stock	02/27/2006	S	47,500	D	\$ 11.76	488,276	D
Common Stock	02/27/2006	S	44,900	D	\$ 11.77	443,376	D
Common Stock	02/27/2006	S	50,700	D	\$ 11.78	392,676	D
Common Stock	02/27/2006	S	32,700	D	\$ 11.79	359,976	D
Common Stock	02/27/2006	S	61,600	D	\$ 11.8	298,376	D
Common Stock	02/27/2006	S	6,300	D	\$ 11.81	292,076	D
Common Stock	02/28/2006	S	15,800	D	\$ 11.7	276,276	D
Common Stock	02/28/2006	S	1,500	D	\$ 11.71	274,776	D
Common Stock	02/28/2006	S	17,600	D	\$ 11.72	257,176	D
Common Stock	02/28/2006	S	31,600	D	\$ 11.75	225,576	D
Common Stock	02/28/2006	S	6,100	D	\$ 11.76	219,476	D
Common Stock	02/28/2006	S	53,600	D	\$ 11.77	165,876	D
Common Stock	02/28/2006	S	21,076	D	\$ 11.78	144,800	D
Common Stock	02/28/2006	S	41,300	D	\$ 11.79	103,500	D
Common Stock	02/28/2006	S	3,500	D	\$ 11.8	100,000	D

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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)

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

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	<ol><li>Date Exerc</li></ol>	cisable and	7. Title a	and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amount	of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	
		Derivative				Securities			(Instr. 3	and 4)		
		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
									Δ	mount		
									or			
						Date	Expiration	Title N				
							Exercisable	Date	of			
					Code V	(A) (D)				hares		
						(1-)			- 01			

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRIEDMAN TULLY M C/O FRIEDMAN FLEISCHER & LOWE ONE MARITIME PLAZA, 10TH FLOOR SAN FRANCISCO, CA 94111



## **Signatures**

Tully M. Friedman 02/28/2006

\*\*Signature of Date 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).

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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