

TEMPUR PEDIC INTERNATIONAL INC

Form 4/A

July 06, 2006

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 *
Clift Matthew

(Last) (First) (Middle)

C/O TEMPUR-PEDIC
INTERNATIONAL INC.

(Street)

LEXINGTON, KY 40511

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TEMPUR PEDIC
INTERNATIONAL INC [TPX]

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
04/28/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Ex. VP, Global Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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) Price		
Common Stock	04/26/2006		S		200 ⁽¹⁾ D \$ 15.52	23,134 ⁽²⁾	D
Common Stock	04/26/2006		S		1,100 ⁽¹⁾ D \$ 15.54	22,034 ⁽²⁾	D
Common Stock	04/26/2006		S		900 ⁽¹⁾ D \$ 15.52	21,134 ⁽²⁾	D
Common Stock	04/26/2006		S		800 ⁽¹⁾ D \$ 15.53	20,334 ⁽²⁾	D
Common Stock	04/26/2006		S		600 ⁽¹⁾ D \$ 15.52	19,734 ⁽²⁾	D

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Common Stock	04/26/2006	S	400 ⁽¹⁾	D	\$ 15.53	19,334 ⁽²⁾	D
Common Stock	04/26/2006	S	200 ⁽¹⁾	D	\$ 15.51	19,134 ⁽²⁾	D
Common Stock	04/26/2006	S	200 ⁽¹⁾	D	\$ 15.55	18,934 ⁽²⁾	D
Common Stock	04/26/2006	S	200 ⁽¹⁾	D	\$ 15.53	18,734 ⁽²⁾	D
Common Stock	04/26/2006	S	500 ⁽¹⁾	D	\$ 15.54	18,234 ⁽²⁾	D
Common Stock	04/26/2006	S	500 ⁽¹⁾	D	\$ 15.52	17,734 ⁽²⁾	D
Common Stock	04/26/2006	S	800 ⁽¹⁾	D	\$ 15.53	16,934 ⁽²⁾	D
Common Stock	04/26/2006	S	400 ⁽¹⁾	D	\$ 15.51	16,534 ⁽²⁾	D
Common Stock	04/26/2006	S	400 ⁽¹⁾	D	\$ 15.53	16,134 ⁽²⁾	D
Common Stock	04/26/2006	S	366 ⁽¹⁾	D	\$ 15.56	15,768 ⁽²⁾	D
Common Stock	04/26/2006	S	300 ⁽¹⁾	D	\$ 15.53	15,468 ⁽²⁾	D
Common Stock	04/26/2006	S	300 ⁽¹⁾	D	\$ 15.54	15,168 ⁽²⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 10)
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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Clift Matthew
C/O TEMPUR-PEDIC INTERNATIONAL INC.
LEXINGTON, KY 40511

Ex. VP, Global Operations

Signatures

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

07/06/2006

__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).

(1) The shares were sold pursuant to a Rule 10b5-1 trading plan dated March 8, 2006 and adopted by reporting person in order to cause the applicable sales to fall within the scope of Rule 10b5-1 under the Securities Exchange Act of 1934 as amended. The plan contains specific instructions to sell 8,166 shares on April 26, 2006, 5,250 shares on July 3, 2006, and 5,250 shares on January 2, 2007 at the market price on each sale date. The proceeds from the shares sold and to be sold pursuant to this trading plan are expected to be used to fund federal and state income taxes payable as the result of prior and future vesting of 70,000 restricted stock units of Tempur-Pedic International Inc. awarded for no consideration on December 1, 2004. These restricted stock units vest in six successive semi-annual installments commencing on July 2, 2005.

(2) The Form 4 filed on April 28, 2006 inadvertently included 300,000 shares of common stock underlying the stock option granted to the reporting person on December 1, 2004. This stock option grant was reported by the reporting person on a Form 4 filed on December 3, 2004. These shares of Tempur-Pedic International Inc. common stock underlying the stock option are not required to be disclosed in Table 1 of this Form 4, and this Form 4 has been amended accordingly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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