

TEMPUR PEDIC INTERNATIONAL INC  
 Form 4  
 November 17, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 TRUSSELL ROBERT B JR

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)  
 11/14/2006

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

C/O TEMPUR-PEDIC INTERNATIONAL INC., 1713 JAGGIE FOX WAY

(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

LEXINGTON, KY 40511

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/14/2006		S	D	134,325	\$ 19.6 (1)	576,442 D
Common Stock	11/14/2006		S	D	45,000	\$ 19.44 (1)	531,442 D
Common Stock	11/15/2006		S	D	25,000 (2)	\$ 19.98	884,629 I
Common Stock	11/15/2006		S	D	25,000	\$	859,629 I
							By RBT Investments, LLC
							By RBT

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Stock			(2)		19.99				Investments, LLC
Common Stock	11/15/2006	S	35,000 (2)	D	\$ 20	824,629	I		By RBT Investments, LLC
Common Stock	11/15/2006	S	25,000 (2)	D	\$ 20.04	799,629	I		By RBT Investments, LLC
Common Stock	11/15/2006	S	25,000 (2)	D	\$ 20.09	774,629	I		By RBT Investments, LLC
Common Stock	11/15/2006	S	8,100 (2)	D	\$ 20.15	766,529	I		By RBT Investments, LLC
Common Stock	11/15/2006	S	16,900 (2)	D	\$ 20.22	749,629	I		By RBT Investments, LLC

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TRUSSELL ROBERT B JR  
C/O TEMPUR-PEDIC INTERNATIONAL INC. X  
1713 JAGGIE FOX WAY  
LEXINGTON, KY 40511

## Signatures

/s/ William H. Poche,  
Attorney-in-Fact 11/17/2006

\_\_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) Reflects rounding.
- (2) The reporting person and his spouse control the investment and voting decisions of RBT Investments, LLC indirectly as trustees of the members of RBT Management, LLC, the manager for RBT Investments, LLC.

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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