

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 February 28, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 FRIEDMAN TULLY M

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)
 02/27/2006

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

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)
 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)	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	02/27/2006		S		2,900	D	\$ 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.

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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 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 (Instr. 5)
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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	X			

Signatures

Tully M. Friedman 02/28/2006

__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).

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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