

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 May 03, 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 *
MASTO CHRISTOPHER A

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)
05/02/2006

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/02/2006		S		400	D	\$ 15.4	324,495	I	By trust (1)
Common Stock	05/02/2006		S		300	D	\$ 15.41	324,195	I	By trust (1)
Common Stock	05/02/2006		S		300	D	\$ 15.42	323,895	I	By trust (1)
Common Stock	05/02/2006		S		1,000	D	\$ 15.44	322,895	I	By trust (1)
	05/02/2006		S		42,400	D	\$ 15.45	280,495	I	

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Common Stock								By trust <u>(1)</u>
Common Stock	05/02/2006	S	6,100	D	\$ 15.46	274,395	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	4,900	D	\$ 15.47	269,495	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	11,500	D	\$ 15.48	257,995	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	300	D	\$ 15.4893	257,695	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	12,100	D	\$ 15.49	245,595	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	10,600	D	\$ 15.5	234,995	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	1,800	D	\$ 15.51	233,195	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	1,900	D	\$ 15.52	231,295	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	1,100	D	\$ 15.55	230,195	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	100	D	\$ 15.56	230,095	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	300	D	\$ 15.59	229,795	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	500	D	\$ 15.6	229,295	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	200	D	\$ 15.61	229,095	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	500	D	\$ 15.62	228,595	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	600	D	\$ 15.63	227,995	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	600	D	\$ 15.64	227,395	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	500	D	\$ 15.65	226,895	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	1,200	D	\$ 15.66	225,695	I	By trust <u>(1)</u>
Common Stock	05/02/2006	S	600	D	\$ 15.67	225,095	I	By trust <u>(1)</u>
	05/02/2006	S	100	D	\$ 15.68	224,995	I	

Common Stock									By trust <u>(1)</u>
Common Stock	05/02/2006		S	100	D	\$ 15.72	224,895	I	By trust <u>(1)</u>

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
							Title	Amount or Number of Shares	
							Date Exercisable	Expiration Date	
							Code	V (A) (D)	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MASTO CHRISTOPHER A C/O FRIEDMAN FLEISCHER & LOWE ONE MARITIME PLAZA, 10TH FLOOR SAN FRANCISCO, CA 94111	X

Signatures

/s/ Christopher A.
Masto 05/03/2006

**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).

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(1) The shares are held in a revocable trust for the benefit of the reporting person's children.

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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