WILLIAMS DALE E

Form 4

December 23, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue.

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

See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * WILLIAMS DALE E

(First)

(State)

2. Issuer Name and Ticker or Trading

Symbol

TEMPUR PEDIC

INTERNATIONAL INC [TPX]

5. Relationship of Reporting Person(s) to

Issuer

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

Executive VP & CFO

(Month/Day/Year) 12/21/2010

below)

Other (specify X_ Officer (give title

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

> (Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LEXINGTON, KY 40511

		1					un cu, Disposeu o	., 01 20110110101	., 0
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	ansaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common					۸				
Common	12/21/2010		M	65,625	A (1)	ф 2.20	256,812	D	
Stock					(1)	2.38	•		
Common	10/01/0010		G	65.605	D	Φ.40	101 105	D	
Stock	12/21/2010		S	65,625	(1)	\$ 40	191,187	D	
					_				

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. Transactic Code (Instr. 8)	5. Number of iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ivative Expiration Date urities (Month/Day/Year) uired (A) bisposed of tr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (E		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 2.38 (2)	12/21/2010		M	65,6	625	<u>(3)</u>	07/07/2013	Common Stock	65,625

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
WILLIAMS DALE E							
C/O TEMPUR-PEDIC INTERNATIONAL INC.			Executive				

1713 JAGGIE FOX WAY LEXINGTON, KY 40511

VP & CFO

Signatures

/s/ Dale E. 12/23/2010 Williams

**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).

The shares were sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on July 30, 2010 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 Rule 10b5-1 trading

- (1) plan contains specific instructions to sell shares pursuant to the exercise of options if the price of the Issuer's common stock exceeds a pre-determined price per share. The reporting person's previously disclosed 10b5-1 plan has been fully executed as a result of the transactions reported in this Form 4 and has therefore terminated.
- (2) Reflects rounding.

These options vested and became exercisable in a series of installments. The first installment, which consisted of 10% of the total aggregate number of options granted, vested on October 27, 2003. An additional 15% of the original aggregate options granted, vested and became exercisable on July 7, 2004. The remaining options vested and became exercisable in a series of twelve successive equal quarterly installments, beginning on October 7, 2004 and ending on July 7, 2007.

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.

Reporting Owners 2