

TEMPUR PEDIC INTERNATIONAL INC

Form 4

August 03, 2006

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TRUSSELL ROBERT B JR

(Last) (First) (Middle)

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

(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)  
08/01/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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                    | 08/01/2006                           |                                                    | S                              |                                                                   | 1,700 <u>(1)</u> | D          | \$ 14.12 | 1,407,929                                                                                     | I                                                        | By RBT Investments, LLC                               |
| Common Stock                    | 08/01/2006                           |                                                    | S                              |                                                                   | 300 <u>(1)</u>   | D          | \$ 14.17 | 1,407,629                                                                                     | I                                                        | By RBT Investments, LLC                               |
| Common Stock                    | 08/01/2006                           |                                                    | S                              |                                                                   | 5,000 <u>(1)</u> | D          | \$ 14.18 | 1,402,629                                                                                     | I                                                        | By RBT Investments, LLC                               |

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|              |            |   |                             |   |          |           |   |                         |
|--------------|------------|---|-----------------------------|---|----------|-----------|---|-------------------------|
| Common Stock | 08/01/2006 | S | <u>3,300</u> <sup>(1)</sup> | D | \$ 14.19 | 1,399,329 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>500</u> <sup>(1)</sup>   | D | \$ 14.2  | 1,398,829 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>600</u> <sup>(1)</sup>   | D | \$ 14.22 | 1,398,229 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>1,700</u> <sup>(1)</sup> | D | \$ 14.23 | 1,396,529 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>200</u> <sup>(1)</sup>   | D | \$ 14.24 | 1,396,329 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>4,000</u> <sup>(1)</sup> | D | \$ 14.25 | 1,392,329 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>3,700</u> <sup>(1)</sup> | D | \$ 14.26 | 1,388,629 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>500</u> <sup>(1)</sup>   | D | \$ 14.27 | 1,388,129 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>1,500</u> <sup>(1)</sup> | D | \$ 14.28 | 1,386,629 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>3,300</u> <sup>(1)</sup> | D | \$ 14.29 | 1,383,329 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>3,400</u> <sup>(1)</sup> | D | \$ 14.3  | 1,379,929 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>700</u> <sup>(1)</sup>   | D | \$ 14.31 | 1,379,229 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>7,500</u> <sup>(1)</sup> | D | \$ 14.32 | 1,371,729 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>1,100</u> <sup>(1)</sup> | D | \$ 14.33 | 1,370,629 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>1,400</u> <sup>(1)</sup> | D | \$ 14.34 | 1,369,229 | I | By RBT Investments,     |

|              |            |   |                      |   |          |           |   |                                |
|--------------|------------|---|----------------------|---|----------|-----------|---|--------------------------------|
| Common Stock | 08/01/2006 | S | <u>3,400</u><br>(1)  | D | \$ 14.35 | 1,365,829 | I | LLC<br>By RBT Investments, LLC |
| Common Stock | 08/01/2006 | S | <u>1,700</u><br>(1)  | D | \$ 14.36 | 1,364,129 | I | By RBT Investments, LLC        |
| Common Stock | 08/01/2006 | S | <u>5,100</u><br>(1)  | D | \$ 14.37 | 1,359,029 | I | By RBT Investments, LLC        |
| Common Stock | 08/01/2006 | S | <u>4,900</u><br>(1)  | D | \$ 14.38 | 1,354,129 | I | By RBT Investments, LLC        |
| Common Stock | 08/01/2006 | S | <u>1,000</u><br>(1)  | D | \$ 14.39 | 1,353,129 | I | By RBT Investments, LLC        |
| Common Stock | 08/01/2006 | S | 900 <u>(1)</u>       | D | \$ 14.4  | 1,352,229 | I | By RBT Investments, LLC        |
| Common Stock | 08/01/2006 | S | <u>2,200</u><br>(1)  | D | \$ 14.41 | 1,350,029 | I | By RBT Investments, LLC        |
| Common Stock | 08/01/2006 | S | <u>3,300</u><br>(1)  | D | \$ 14.42 | 1,346,729 | I | By RBT Investments, LLC        |
| Common Stock | 08/01/2006 | S | <u>4,400</u><br>(1)  | D | \$ 14.43 | 1,342,329 | I | By RBT Investments, LLC        |
| Common Stock | 08/01/2006 | S | <u>12,700</u><br>(1) | D | \$ 14.44 | 1,329,629 | I | By RBT Investments, LLC        |
| Common Stock | 08/01/2006 | S | <u>5,600</u><br>(1)  | D | \$ 14.45 | 1,324,029 | I | By RBT Investments, LLC        |
| Common Stock | 08/01/2006 | S | <u>20,400</u><br>(1) | D | \$ 14.46 | 1,303,629 | 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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SEC 1474  
(9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

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

X

## Signatures

/s/ William H. Poche,  
Attorney-in-Fact

08/03/2006

\_\_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).

(1) The shares were sold pursuant to a Rule 10b5-1 trading plan dated June 23, 2006 and adopted by RBT Investments, LLC, 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, subject to certain limitations, 125,000 shares on the first trading day of each month from August 2006 until December 2006, at the market price on each sale date. The plan was adopted for estate and tax planning purposes. 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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