

TEMPUR PEDIC INTERNATIONAL INC

Form 4

February 17, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON JEFFREY B

(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)
02/15/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, Corp. Ctrl, CAO, Asst. Sec

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	02/15/2005		M		5,425	A	\$ 1.52 (1)
Common Stock	02/15/2005		M		2,123	A	\$ 2.86 (1)
Common Stock	02/15/2005		M		45,452	A	\$ 2.86 (1)

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Common Stock 02/15/2005 S 53,000 D \$ 19.60 D

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. Amount or Number of Shares
Stock options (right to buy)	\$ 1.52 ⁽¹⁾	02/15/2005		M	5,425	⁽²⁾ 11/01/2012	Common Stock	5,425
Stock options (right to buy)	\$ 2.86 ⁽¹⁾	02/15/2005		M	2,123	⁽³⁾ 08/13/2013	Common Stock	2,123
Stock options (right to buy)	\$ 2.86 ⁽¹⁾	02/15/2005		M	45,452	⁽⁴⁾ 09/30/2013	Common Stock	45,452

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON JEFFREY B C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY LEXINGTON, KY 40511			VP, Corp. Ctrl, CAO, Asst. Sec	

Signatures

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

02/17/2005

__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

These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original

- (2) aggregate number of options granted, vested on July 28, 2003. The remaining options vest and become exercisable in a series of twelve successive equal quarterly installments. The next of these installments will vest and become exercisable on May 1, 2005.

These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original

- (3) aggregate number of options granted, vested on August 13, 2004. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments. The next of these installments will vest and become exercisable on May 13, 2005.

These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original

- (4) aggregate number of options granted, vested on September 30, 2004. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments. The next of these installments will vest and become exercisable on March 30, 2005.

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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