

BRYANT H THOMAS
Form 4
February 02, 2010

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 *
BRYANT H THOMAS

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2010

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

LEXINGTON, KY 40511

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				Code V	Amount or Price (A) or (D)		
Common Stock	01/29/2010			S	201 D \$ 25.52 (1)	D	
Common Stock	01/29/2010			M	9,000 A \$ 8.33	D	
Common Stock	01/29/2010			M	4,000 A \$ 13.74	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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The reporting person's sale of Tempur-Pedic International Inc. common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, against the purchases on August 24, 2009 and September 8, 2009 (reported on a Form 4 filed on January 4, 2010). The reporting person has paid to Tempur-Pedic International Inc. the full amount of the disgorgable profit realized in connection with these transactions.

- (2) These options vested and became exercisable in a series of three equal installments on the following dates: October 31, 2008, January 31, 2009 and April 30, 2009.
- (3) These options vest and become exercisable in four equal installments on the following dates: July 31, 2009, October 31, 2009, January 31, 2010 and April 30, 2010.

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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