

TRUSSELL ROBERT B JR  
Form 4  
February 15, 2011

**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 \*  
TRUSSELL ROBERT B JR

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)  
02/14/2011

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2011		M		12,000	A	\$ 11.28
Common Stock	02/14/2011		M		8,000	A	\$ 13.74
Common Stock	02/14/2011		S		20,000	D	\$ 47.53 (1)
Common Stock					65,000	(2)	I
							By RBT Investments

LLC

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 Option	\$ 11.28	02/14/2011		M	12,000	<u>(3)</u> 05/06/2018	Common Stock	12,000
Stock Option	\$ 13.74	02/14/2011		M	8,000	<u>(4)</u> 05/05/2019	Common Stock	8,000

## 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/ Bhaskar Rao,  
Attorney-in-fact 02/15/2011

\*\*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).

This price is the weighted average sale price for the transactions on this line. The price for the transactions reported on this line range (1) from \$47.51 to \$47.69. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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- (2) 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.
- (3) These options vested in four equal installments on the following dates: July 31, 2008, October 31, 2008, January 31, 2009 and April 30, 2009.
- (4) These options vested 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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