

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Chieftain Capital Management, Inc.</u> (Last) (First) (Middle) <u>510 MADISON AVENUE</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR PEDIC INTERNATIONAL INC</u> [TPX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/20/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 \$0.001 par value	11/20/2012		P		62,230	A	\$24.6237 ⁽²⁾	2,041,390 ⁽¹⁾	D	
Common Stock \$0.001 par value	11/21/2012		P		86,390	A	\$25.0283 ⁽³⁾	2,127,780 ⁽¹⁾	D	
Common Stock \$0.001 par value	11/23/2012		P		13,995	A	\$25.8838 ⁽⁴⁾	2,141,775 ⁽¹⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- Chieftain Capital Management, Inc. ("Chieftain") is deemed to be the beneficial owner of shares of Common Stock (the "Shares") of Tempur Pedic International (the "Issuer"), which are held for the benefit of Chieftain's clients in separately managed accounts. In addition, the principals of Chieftain hold Shares directly in their personal accounts. The number of Shares reported on this Form 4 represents the number of Shares over which Chieftain and its principals have a direct or indirect pecuniary interest. Chieftain and its principals disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
- Represents the weighted average price for transactions in a price range from \$ 24.38 to \$ 24.70 per share. Upon request of the SEC staff, the Issuer or a security holder of the Issuer, Chieftain will provide full information regarding the number of shares sold at each separate price.
- Represents the weighted average price for transactions in a price range from \$ 24.59 to \$ 25.44 per share. Upon request of the SEC staff, the Issuer or a security holder of the Issuer, Chieftain will provide full information regarding the number of shares sold at each separate price.
- Represents the weighted average price for transactions in a price range from \$ 25.72 to \$ 26.30 per share. Upon request of the SEC staff, the Issuer or a security holder of the Issuer, Chieftain will provide full information regarding the number of shares sold at each separate price.

Chieftain Capital Management, Inc., By: /s/ Ralph J. Stuto, 11/23/2012
Chief Compliance Officer

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.