

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

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| 1. Name and Address of Reporting Person* <u>TRUSSELL ROBERT B JR</u> (Last) (First) (Middle) <u>C/O TEMPUR-PEDIC INTERNATIONAL INC.</u> <u>1713 JAGGIE FOX WAY</u> (Street) <u>LEXINGTON KY 40511</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2006</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 ⁽¹⁾ | D | \$14.12 | 1,407,929 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 300 ⁽¹⁾ | D | \$14.17 | 1,407,629 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 5,000 ⁽¹⁾ | D | \$14.18 | 1,402,629 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 3,300 ⁽¹⁾ | D | \$14.19 | 1,399,329 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 500 ⁽¹⁾ | D | \$14.2 | 1,398,829 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 600 ⁽¹⁾ | D | \$14.22 | 1,398,229 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 1,700 ⁽¹⁾ | D | \$14.23 | 1,396,529 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 200 ⁽¹⁾ | D | \$14.24 | 1,396,329 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 4,000 ⁽¹⁾ | D | \$14.25 | 1,392,329 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 3,700 ⁽¹⁾ | D | \$14.26 | 1,388,629 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 500 ⁽¹⁾ | D | \$14.27 | 1,388,129 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 1,500 ⁽¹⁾ | D | \$14.28 | 1,386,629 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 3,300 ⁽¹⁾ | D | \$14.29 | 1,383,329 | I | By RBT Investments, LLC |

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 | | 3,400 ⁽¹⁾ | D | \$14.3 | 1,379,929 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 700 ⁽¹⁾ | D | \$14.31 | 1,379,229 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 7,500 ⁽¹⁾ | D | \$14.32 | 1,371,729 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 1,100 ⁽¹⁾ | D | \$14.33 | 1,370,629 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 1,400 ⁽¹⁾ | D | \$14.34 | 1,369,229 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 3,400 ⁽¹⁾ | D | \$14.35 | 1,365,829 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 1,700 ⁽¹⁾ | D | \$14.36 | 1,364,129 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 5,100 ⁽¹⁾ | D | \$14.37 | 1,359,029 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 4,900 ⁽¹⁾ | D | \$14.38 | 1,354,129 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 1,000 ⁽¹⁾ | D | \$14.39 | 1,353,129 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 900 ⁽¹⁾ | D | \$14.4 | 1,352,229 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 2,200 ⁽¹⁾ | D | \$14.41 | 1,350,029 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 3,300 ⁽¹⁾ | D | \$14.42 | 1,346,729 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 4,400 ⁽¹⁾ | D | \$14.43 | 1,342,329 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 12,700 ⁽¹⁾ | D | \$14.44 | 1,329,629 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 5,600 ⁽¹⁾ | D | \$14.45 | 1,324,029 | I | By RBT Investments, LLC |
| Common Stock | 08/01/2006 | | S | | 20,400 ⁽¹⁾ | D | \$14.46 | 1,303,629 | I | By RBT Investments, LLC |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 (e.g., puts/calls, warrants, options, convertible securities) (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of 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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|---|--|
| <p>1. The shares were sold pursuant to a Rule 10b5-1 trading plan dated June 23, 2006 and applicable sales to the public under the Securities Exchange Act of 1934, as amended. The plan contains specific instructions subject to certain limitations, 125,000 shares on the first trading day of the 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.</p> | | | | | | | | | | | |
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