

TEMPUR PEDIC INTERNATIONAL INC  
 Form 4  
 February 15, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
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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 \*  
 Jones Lou H

2. Issuer Name and Ticker or Trading Symbol  
 TEMPUR PEDIC  
 INTERNATIONAL INC [TPX]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP, GC & Secretary

(Last) (First) (Middle)  
 C/O TEMPUR-PEDIC  
 INTERNATIONAL INC., 1713  
 JAGGIE FOX WAY  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/13/2012

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	02/13/2012			M	2,500 <u>A</u> <sup>(1)</sup> \$ 11.65		D
Common Stock	02/13/2012			S	2,500 D \$ 73		D

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

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SEC 1474  
 (9-02)

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

Table with columns: 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. Title and Amount of Derivative Securities (Instr. 3 and 4)

Table with columns: Code, V, (A), (D), Date Exercisable, Expiration Date, Title, Amount or Number of Shares. Row: Stock Options, \$ 11.65, 02/13/2012, M, 2,500, (2), 06/15/2019, Common Stock, 2,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Jones Lou H
C/O TEMPUR-PEDIC INTERNATIONAL INC.
1713 JAGGIE FOX WAY
LEXINGTON, KY 40511

EVP, GC & Secretary

Signatures

/s/ Bhaskar Rao,
Attorney-in-fact 02/15/2012

\*\*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) The shares were exercised and sold in an open market transaction pursuant to a 10b5-1 trading plan adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
(2) These options vest in four equal installments beginning on June 15, 2010 and ending on June 15, 2013.

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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