

TEMPUR PEDIC INTERNATIONAL INC  
 Form 4  
 February 17, 2005

**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 \*  
**JOHNSON JEFFREY B**

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)  
 VP, Corp. Ctrl, CAO, Asst. Sec

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

3. Date of Earliest Transaction (Month/Day/Year)  
**02/15/2005**

**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  | (A) or (D)   | Price                             |
| Common Stock                    | 02/15/2005                           |  | M                              |   | 5,425   | A  | \$ 1.52<br><u>(1)</u>             |
| Common Stock                    | 02/15/2005                           |  | M                              |   | 2,123   | A  | \$ 2.86<br><u>(1)</u>             |
| Common Stock                    | 02/15/2005                           |  | M                              |   | 45,452  | A  | \$ 2.86<br><u>(1)</u>             |

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Common Stock      02/15/2005      S      53,000      D      \$ 19.60      D

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

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(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 options (right to buy)               | \$ 1.52 <sup>(1)</sup>                                 | 02/15/2005                           |  | M                              | 5,425   | <sup>(2)</sup> 11/01/2012                                | Common Stock  | 5,425                         |
| Stock options (right to buy)               | \$ 2.86 <sup>(1)</sup>                                 | 02/15/2005                           |  | M                              | 2,123   | <sup>(3)</sup> 08/13/2013                                | Common Stock  | 2,123                         |
| Stock options (right to buy)               | \$ 2.86 <sup>(1)</sup>                                 | 02/15/2005                           |  | M                              | 45,452  | <sup>(4)</sup> 09/30/2013                                | Common Stock  | 45,452                        |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

JOHNSON JEFFREY B  
C/O TEMPUR-PEDIC INTERNATIONAL INC.  
1713 JAGGIE FOX WAY  
LEXINGTON, KY 40511

VP, Corp. Ctrl, CAO, Asst. Sec

## Signatures

/s/ William H. Poche,  
Attorney-in-Fact

02/17/2005

\_\_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) Reflects rounding

These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original

- (2) aggregate number of options granted, vested on July 28, 2003. The remaining options vest and become exercisable in a series of twelve successive equal quarterly installments. The next of these installments will vest and become exercisable on May 1, 2005.

These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original

- (3) aggregate number of options granted, vested on August 13, 2004. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments. The next of these installments will vest and become exercisable on May 13, 2005.

These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original

- (4) aggregate number of options granted, vested on September 30, 2004. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments. The next of these installments will vest and become exercisable on March 30, 2005.

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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