WILLIAMS DALE E

Form 4

March 01, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WILLIAMS DALE E

2. Issuer Name and Ticker or Trading

Issuer

Symbol

TEMPUR PEDIC INTERNATIONAL INC [TPX]

below)

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(City)

Common

Stock

(First)

(Street)

(State)

03/01/2012

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title

(Month/Day/Year)

03/01/2012

Other (specify **EVP & CFO**

C/O TEMPUR-PEDIC **INTERNATIONAL INC., 1713**

JAGGIE FOX WAY

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\$80

(2)

D

(1)

LEXINGTON, KY 40511

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transaction	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial
(Ilisti. 3)		any (Month/Day/Year)	(Instr. 8)	(A)	Owned Following Reported Transaction(s)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	03/01/2012		Code V M	Amount (D) Price 65,000 A \$ (1) 13.47	(Instr. 3 and 4) 256,187	D	

65,000

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

S

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191,187

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 13.47	03/01/2012		M	65,000	<u>(3)</u>	06/28/2016	Common Stock	65,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WILLIAMS DALE E C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY LEXINGTON, KY 40511

EVP & CFO

Signatures

/s/ Bhaskar Rao, Attorney-in-fact

03/01/2012 Date

**Signature of Reporting Person

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.
- This price is the weighted average sale price for the transactions on this line. The price for the transactions reported on this line range (2) from \$80.00 to \$80.01. 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.
- These options vested and became exercisable in a series of installments. The first installment, which consisted of 25% of the aggregate number of options granted, vested on July 7, 2008. An additional 6.25% of the original aggregate number of options granted vested and became exercisable in a series of twelve successive equal quarterly installments beginning on October 7, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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