TRUSSELL ROBERT B JR

Form 4 May 24, 2013

FORM 4

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

SECURITIES

OMB APPROVAL

OMB Number:

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January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

Check this box if no longer subject to Section 16.

Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TRUSSELL ROBERT B JR

2. Issuer Name and Ticker or Trading

Symbol

TEMPUR PEDIC INTERNATIONAL INC [TPX]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

05/22/2013

X_ Director 10% Owner Officer (give title Other (specify

C/O TEMPUR SEALY INTERNATIONAL, INC, 1000 **TEMPUR WAY**

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Issuer

below)

LEXINGTON, KY 40511

(City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

4,282

7. Nature of Indirect Ownership Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)

Reported (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Price

(1)

05/22/2013

(D) Code V Amount 982 Α Α

D

Common Stock

Common

Stock

By RBT Investments 50,000 I

LLC (2)

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

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

I S	. 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 proof 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)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(Stock Options Right to	\$ 43.28	05/22/2013		A	2,553	(3)	05/21/2023	Common Stock	2,553

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

TRUSSELL ROBERT B JR C/O TEMPUR SEALY INTERNATIONAL, INC 1000 TEMPUR WAY LEXINGTON, KY 40511



Relationships

Signatures

/s/ Bhaskar Rao,

Attorney-in-fact 05/24/2013

**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).
 - Each deferred stock unit represents the right to receive one share of common stock of the issuer at the end of the deferral period described below. The deferred stock units vest on the following dates with respect to the specified number of shares of common stock: July 31,
- (1) 2013 246 shares; October 31, 2013 246 shares; January 31, 2014 245 shares; and April 30, 2014 245 shares. The vested shares will be delivered to the reporting person on May 22, 2016, unless an election is made by the reporting person to defer receipt of such shares to a later date.
- (2) 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.
- (3) These securities vest on the following dates with respect to the specified number of shares of common stock: July 31, 2013 639 shares; October 31, 2013 638 shares; January 31, 2014 638 shares; and April 30, 2014 638 shares.

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

Reporting Owners 2

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