

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-25**
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(HTML Version on secdatabase.com)

ISSUER

TEMPUR PEDIC INTERNATIONAL INC

CIK: [1206264](#) | IRS No.: [331022198](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2510** Household furniture

Business Address
1713 JAGGIE FOX WAY
LEXINGTON KY 40511
859-514-4757

REPORTING OWNER

Rao Bhaskar

CIK: [1365211](#)
Type: **4** | Act: **34** | File No.: [001-31922](#) | Film No.: [13552360](#)

Mailing Address
1713 JAGGIE FOX WAY
LEXINGTON KY 40511

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person Rao Bhaskar			2. Issuer Name and Ticker or Trading Symbol TEMPUR PEDIC INTERNATIONAL INC [TPX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP Finance & CAO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2013					
C/O TEMPUR-PEDIC INTERNATIONAL INC., 1000 TEMPUR WAY			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) LEXINGTON, KY 40511								
(City)	(State)	(Zip)						

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	01/25/2013		M		26,200	A	\$20.27	26,200	D	
Common Stock	01/25/2013		M		35,000	A	\$27.58	61,200	D	
Common Stock	01/25/2013		M		20,000	A	\$11.76	81,200	D	
Common Stock	01/25/2013		M		10,000	A	\$6.14	91,200	D	
Common Stock	01/25/2013		M		2,910	A	\$28.39	94,110	D	
Common Stock	01/25/2013		S		94,110	D	\$41.97	0	D	

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying	8. Price of Derivative	9. Number of Derivative Securities Beneficially	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial
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	Derivative Security		any (Month/Day/Year)	or Disposed of (D) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Owned Following Reported Transaction(s) (Instr. 4)	Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				Code	V	(A)	(D)			Title	Amount or Number of Shares				
Stock Options	\$20.27	01/25/2013		<u>M</u>			26,200	(2)	12/21/2016	Common Stock	26,200	\$ 0	0	D	
Stock Options	\$27.58	01/25/2013		<u>M</u>			35,000	(3)	12/24/2017	Common Stock	35,000	\$ 0	0	D	
Stock Options	\$11.76	01/25/2013		<u>M</u>			20,000	(4)	05/15/2018	Common Stock	20,000	\$ 0	0	D	
Stock Options	\$6.14	01/25/2013		<u>M</u>			10,000	(5)	02/27/2019	Common Stock	10,000	\$ 0	10,000	D	
Stock Options	\$28.39	01/25/2013		<u>M</u>			2,910	(6)	02/22/2020	Common Stock	2,910	\$ 0	1,456	D	

Explanation of Responses:

- 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.
- These options vested in four equal installments beginning on December 21, 2007 and ending on December 21, 2010.
- These options vested in four equal installments beginning on December 24, 2008 and ending on December 24, 2011.
- These options vested in four equal installments beginning on May 15, 2009 and ending on May 15, 2012.
- These options vest in four equal installments beginning on February 27, 2010 and ending on February 27, 2013.
- These options vest in three equal installments beginning on February 22, 2011 and ending on February 22, 2013.

Signatures

/s/ Bhaskar Rao

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.