TEMPUR PEDIC INTERNATIONAL INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 2/23/2005 For Period Ending 2/18/2005

Address	1713 JAGGIE FOX WAY
	LEXINGTON, Kentucky 40511
Telephone	859-514-4757
CIK	0001206264
Industry	Furniture & Fixtures
Sector	Consumer Cyclical
Fiscal Year	12/31

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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
OMB Number: 3235-0287
Expires: January 31, 2008
Estimated average burden hours per response... 0.5

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
FOGG DAVID C	**TEMPUR PEDIC INTERNATIONAL INC [TPX]**	_____ Director _____ 10% Owner
(Last) (First) (Middle) **C/O TEMPUR-PEDIC INTERNATIONAL INC., 1713 JAGGIE FOX WAY**	3. Date of Earliest Transaction (MM/DD/YYYY) **2/18/2005**	__ **X** __ Officer (give title below) _____ Other (specify below) **Senior Vice President**
(Street) **LEXINGTON, KY 40511** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Variable Forward Contract	(1)	**2/18/2005**		**J** (1)		**350000**		(1)	**2/21/2006**	**Common Stock**	**350000**	**$0** (1)	**350000**	**D**	

Explanation of Responses:

(1) Mr. Fogg entered into a variable forward contract ("VFC") with Credit Suisse First Boston Capital LLC ("CSFBC LLC"). Under the VFC, CSFBC LLC will introduce an aggregate of 350,000 shares of common stock of Tempur-Pedic International Inc. ("Common Shares") into the public market in accordance with paragraphs (f) and (g) of Rule 144 under the Securities Act of 1933, as amended. The VFC provides that on February 21, 2006, Mr. Fogg will deliver, in the aggregate, a number of Common Shares to CSFBC LLC (or, at Mr. Fogg's election, the cash equivalent of such shares) as follows: (a) if the settlement price is less than the downside floor, a delivery of 350,000 Common Shares; and (b) if the settlement price is equal to or greater than the downside floor, a delivery of between 269,230 and 350,000 Common Shares (subject to adjustment for corporate events), dependent upon the settlement price.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOGG DAVID C				

Signatures

/s/ William H. Poche, Attorney in Fact **2/23/2005**

C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY LEXINGTON, KY 40511			**Senior Vice President**		** Signature of Reporting Person	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.

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