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TEMPUR PEDIC INTERNATIONAL INC

Reported by

CLIFT MATTHEW

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/01/12 for the Period Ending 02/28/12

Address	1713 JAGGIE FOX WAY LEXINGTON, KY 40511
Telephone	859-514-4757
CIK	0001206264
Symbol	TPX
SIC Code	2510 - Household Furniture
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
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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)
Clift Matthew	**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) **2/28/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **EVP, Global Operations**
(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			
Common Stock	**2/28/2012**		**M**		**52500**	**A** (1)	**$6.14**	**76334**	**D**	
Common Stock	**2/28/2012**		**S**		**47900**	**D** (1)	**$77.61** (2)	**28434**	**D**	
Common Stock	**2/28/2012**		**S**		**4600**	**D** (1)	**$78.08** (3)	**23834**	**D**	

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				
Stock Options	**$6.14**	**2/28/2012**		**M**			**52500**	(4)	**2/27/2019**	**Common Stock**	**52500**	**$ 0**	**52500**	**D**	

Explanation of Responses:

(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.

(2) This price is the weighted average sale price for the transactions on this line. The price for the transactions reported on this line range from $77.11 to $77.98. 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.

(3) This price is the weighted average sale price for the transactions on this line. The price for the transactions reported on this line range

from $78.00 to $78.31. 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.

(4) These stock options vest in four equal annual installments beginning on February 27, 2010 and ending on February 27, 2013.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clift Matthew **C/O TEMPUR-PEDIC INTERNATIONAL INC.** **1713 JAGGIE FOX WAY** **LEXINGTON, KY 40511**			**EVP, Global Operations**	

Signatures

/s/ Bhaskar Rao, Attorney-in-fact **3/1/2012**

** 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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