

TEMPUR PEDIC INTERNATIONAL INC
 Form 3
 June 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Rao Bhaskar		(Month/Day/Year)	TEMPUR PEDIC INTERNATIONAL INC [TPX]	
(Last)	(First)	(Middle)	05/31/2006	
1713 JAGGIE FOX WAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LEXINGTON,Â KYÂ 40511			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			CAO & VP of Strategic Planning	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Stock Option (right to buy)	Â (1)	05/02/2015	Common Stock	25,000	\$ 19.22	D	Â
Stock Option (right to buy)	Â (2)	10/25/2015	Common Stock	25,000	\$ 10.66	D	Â
Stock Option (right to buy)	Â (3)	12/14/2015	Common Stock	35,000	\$ 12.37	D	Â
Stock Option (right to buy)	Â (4)	05/11/2016	Common Stock	25,000	\$ 14.77	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rao Bhaskar 1713 JAGGIE FOX WAY LEXINGTON, KY 40511	Â	Â	Â CAO & VP of Strategic Planning	Â

Signatures

/s/Bhaskar Rao 06/01/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These options are fully vested and exercisable as of December 15, 2005, pursuant to a Stock Sale Restriction Agreement, dated December 15, 2005 ("Agreement"), between Tempur Pedic International Inc. and Bhaskar Rao. Such Agreement also provides that if exercised, the shares acquired thereunder will be subject to certain restrictions on transfer, such restrictions to be removed in a series of installments. The first installment, which consisted of 25% of the original aggregate number of options granted, became transferable on May 2, 2006. The remaining shares shall become transferable in a series of twelve successive equal quarterly installments. The next of these installments will occur on August 2, 2006.
- (2) These options vest and become exercisable in a series of installments. The first installment, which consists of 25% of the original aggregate number of options granted, will vest on October 25, 2006. The remaining options vest and become exercisable in a series of twelve successive equal quarterly installments. The next of these installments will vest and become exercisable on January 25, 2006.
- (3) These options vest and become exercisable in a series of installments. The first installment, which consists of 25% of the original aggregate number of options granted, will vest on December 15, 2006. The remaining options vest and become exercisable in a series of three equal annual installments. The next of these installments will vest and become exercisable on December 15, 2007.
- (4) These options vest and become exercisable in a series of installments. The first installment, which consists of 25% of the original aggregate number of options granted, will vest on May 11, 2007. The remaining options vest and become exercisable in a series of three equal annual installments. The next of these installments will vest and become exercisable on May 11, 2008.

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Remarks:

Exhibit List:

Exhibit 24. Power of Attorney

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.