

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) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1713 JAGGIE FOX WAY | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| LEXINGTON,Â KYÂ 40511 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | CAO & VP of Strategic Planning | |
| | | | 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 | |

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) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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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.

Â

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.

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