Edgar Filing: TRUSSELL ROBERT B JR - Form 4/A

TRUSSELL ROBERT B JR

Form 4/A

December 20, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

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response...

Check this box if no longer subject to Section 16.

Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TRUSSELL ROBERT B JR

2. Issuer Name and Ticker or Trading

Symbol

TEMPUR PEDIC

INTERNATIONAL INC [TPX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/07/2004

X Director 10% Owner X_ Officer (give title Other (specify

below) CEO, Director

C/O TEMPUR-PEDIC **INTERNATIONAL INC., 1713**

JAGGIE FOX WAY

(Street) 4. If Amendment, Date Original

> Filed(Month/Day/Year) 12/08/2004

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year) 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

7. Nature of Indirect Ownership Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V (D) Price Amount \$

Common 12/07/2004 Stock

M 189,530 1.52 (2)

 $1,068,972 \stackrel{(3)}{=}$

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	B) Derivative			Securities		(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired					Follo	
	(A) or Disposed									Repo	
									Trans		
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Δ	mount		
						Date Expiratio		Title N	ı Iumber		
						Exercisable	Date	01			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

TRUSSELL ROBERT B JR C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY LEXINGTON, KY 40511

CEO, Director X

Signatures

/s/ William H. Poche, 12/20/2004 Attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- 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).
- On December 8, 2004 the reporting person mistakenly filed a Form 4 reporting that the 189,530 shares of the TPX Common Stock had (1) been disposed of. The 189,530 shares of TPX Common Stock were, in fact, acquired by the reporting person in connection with an exercise of stock options reported on that same Form 4.
- (2) Reflects rounding.
- (3) These shares are owned by Robert B. Trussell, Jr. and Martha O. Trussell as Tenants in Common.

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.

Reporting Owners 2