

---

---

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

---

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

---

Date of Report (Date of Earliest Event Reported): September 26, 2005

**SIMMONS BEDDING COMPANY**

**(formerly known as Simmons Company)**

---

(Exact Name of Registrant as Specified in its Charter)

---

**Delaware**

(State or Other Jurisdiction of Incorporation)

---

**333-113861**

(Commission File Number)

---

**13-3875743**

(I.R.S. Employer Identification No.)

---

**One Concourse Parkway, Suite 800,  
Atlanta, Georgia**

(Address of Principal Executive Offices)

---

**30328-6188**

(Zip Code)

---

**(770) 512-7700**

(Registrant's Telephone Number, Including Area Code)

---

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-

**Item 3.02. Unregistered Sales of Equity Securities.**

Pursuant to Restricted Stock Agreements dated September 9, 2005 and September 14, 2005 and executed between September 12, 2005 and September 26, 2005, Simmons Company, the indirect parent of Simmons Bedding Company (the "Company"), issued 15,590 shares in the aggregate of Class B common stock to certain members of the Company's management.

The common stock of Simmons Company is unregistered. The Class B common stock was awarded pursuant to the exemption from the registration requirements of the Securities Act of 1933, as amended, offered by section 4(2) thereof.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, Simmons Bedding Company has duly caused this report to be signed on its behalf by the undersigned thereto duly authorized.

SIMMONS BEDDING COMPANY

By: /s/ William S. Creekmuir

William S. Creekmuir Executive  
Vice President and Chief Financial  
Officer

Date: September 28, 2005