FOAMEX INTERNATIONAL INC
Form 4
April 22, 2008

FORM 4

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

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(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDMAN SACHS GROUP INC

(Last) (First) (Middle)

85 BROAD ST

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FOAMEX INTERNATIONAL INC [FMXL]

3. Date of Earliest Transaction (Month/Day/Year)
04/17/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	04/17/2008		P		173,256 (2)	A	(2)	4,777,061	I	See footnotes (1) (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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Series D Preferred Stock	$ 0.65 (4)	04/17/2008		P		5,169.0341		(5)	(6)	Common Stock	7,952,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004		X		
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004		X		

Signatures

/s/ Felicia J. Rector, Attorney-in-fact	04/22/2008
**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).

(1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs" and, together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group.

(2) Reflects the number of shares of common stock, $0.01 par value per share (the "Common Stock") of Foamex International Inc. (the "Issuer") that will be payable to Goldman Sachs on April 22, 2008, at the time of the first issuance of the Series D Preferred Stock as a premium (the "Cure Premium") pursuant to the Issuer's exercise on April 17, 2008, of the equity cure letter, dated February 13, 2008, between Goldman Sachs and the Issuer. The Cure Premium is equal to $279,407.25, payable in a number of shares of Common Stock determined based on the average trading price of the Common Stock for the 30-trading day period ending on the fifth trading day immediately preceding the date on which the Cure Premium will become payable.

(3) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 4,777,061 shares of Common Stock. Goldman Sachs also has open short positions of 7 shares of Common Stock.

(4) If the shares of Series D Preferred Stock are converted within ten days of the consummation of a rights offering that has occurred within ninety days of the first issuance of such shares, then the price per share of the Common Stock to be received upon conversion of the Series D Preferred Stock will equal the price per share of Common Stock in such rights offering. In all other instances, the price per share will equal the average trading price of the Common Stock for the 30-trading-day period ending on the fifth trading day immediately preceding the conversion date.

(5) The Series D Preferred Stock is convertible at any time, at the holder's election, prior to the one-year anniversary of the first date on which shares of the Series D Preferred Stock are issued.

(6) The Series D Preferred Stock has no expiration date.

(7) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 5,169.0341 shares of the Series D Preferred Stock.

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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