

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 March 16, 2005

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 TA ASSOCIATES INC

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)
 125 HIGH STREET, SUITE 2500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/14/2005

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See General Remarks

BOSTON, MA 02110

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	03/14/2005		J ⁽³⁾		7,000,000	D	7	26,802,851	I	See Footnotes 1 & 2 <u>(1)</u> <u>(2)</u>
Common Stock	03/14/2005		J ⁽⁴⁾		1,472,907	A	7	1,472,907	I	See Footnote 1 <u>(1)</u>
Common Stock	03/14/2005		J ⁽⁴⁾		1,357,022	D	7	115,885	I	See Footnotes 1 & 2 <u>(1)</u> <u>(2)</u>
Common Stock	03/14/2005		J ⁽⁵⁾		105,909	D	7	455,627	I	See Footnotes

Common Stock 03/14/2005 J⁽⁶⁾ 14,552 D (7) 14,552 D

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships				Remarks
	Director	10% Owner	Officer	Other	
TA ASSOCIATES INC 125 HIGH STREET SUITE 2500 BOSTON, MA 02110					See General Remarks

Signatures

TA Associates, Inc. 03/16/2005
 **Signature of Reporting Person Date

By: Thomas P. Alber, Chief Financial Officer 03/16/2005
 **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) The reporting person may be deemed to have an indirect pecuniary interest as the General Partner of TA Associates AP IV L.P., and TA Associates SPF L.P. and as the Manager of TA Associates IX LLC, TA Associates VIII LLC, TA Associates SDF LLC, and TA Investors LLC. The reporting person disclaims beneficial ownership of such shares because the reporting person's indirect pecuniary interest is subject to indeterminable future events.

(2) The reporting person is the indirect beneficial owner of the following shares of Common Stock: (i) 16,481,744 shares owned by TA IX L.P.; (ii) 4,082,749 shares owned by TA/Advent VIII L.P.; (iii) 4,120,445 shares owned by TA/Atlantic and Pacific IV L.P.; (iv) 427,543 shares owned by TA Strategic Partners Fund A L.P.; (v) 76,737 shares owned by TA Strategic Partners Fund B L.P.; (vi) 1,613,633 shares owned by TA Subordinated Debt Fund L.P.; (vii) 105,683 shares owned by TA Associates IX LLC; (viii) 2,188 shares owned by TA Associates VIII LLC (ix) 8,014 shares owned by TA Associates SDF LLC and (x) 455,627 shares owned by TA Investors LLC. TA Associates AP IV L.P. is the General Partner of TA/Atlantic and Pacific IV L.P. TA Associates SPF L.P. is the General Partner of TA Strategic Partners Fund A L.P. and TA Strategic Partners Fund B L.P. TA Associates IX LLC is the General Partner of TA IX L.P. TA Associates VIII LLC is the General Partner of TA/Advent VIII L.P.

(3) TA IX L.P., TA/Advent VIII L.P., TA/Atlantic and Pacific IV L.P. and TA Subordinated Debt Fund L.P., members of a group that owns more than 10% of Tempur-Pedic International, Inc. in the aggregate, distributed 7,000,000 shares, in the aggregate, for no consideration to the partners of TA IX L.P., TA/Advent VIII L.P., TA/Atlantic and Pacific IV L.P. and TA Subordinated Fund L.P.

(4) As the General Partner and a Limited Partner of TA IX L.P., TA Associates IX LLC received 1,142,590 shares in the distribution of which they distributed 1,036,907 shares for no consideration to the partners of TA Associates IX LLC. As the General Partner and a Limited Partner of TA/Advent VIII L.P., TA Associates VIII LLC received 232,917 shares in the distribution of which they distributed 230,729 shares for no consideration to the partners of TA Associates VIII LLC. As the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P., TA Associates AP IV L.P. received 11,000 shares in the distribution of which they distributed 11,000 shares for no consideration to the partners of TA Associates AP IV L.P. As the General Partner and a Limited Partner of TA Subordinates Debt Fund L.P., TA Associates SDF LLC received 86,400 shares in the distribution of which they distributed 78,386 shares for no consideration to the partners of TA Associates SDF LLC.

(5) TA Investors LLC, a member of a group which owns more than 10% of Tempur-Pedic International, Inc. in the aggregate, distributed 105,909 shares for no consideration to the partners of TA Investors LLC.

(6) TA Associates, Inc. received 11,426 shares from TA Associates IX LLC, 2,152 shares from TA Associates VIII LLC, 110 shares from TA Associates AP IV L.P. and 864 shares from TA Associates SDF LLC.

(7) Not Applicable

Remarks:

Member of a filing group which owns more than 10% in the aggregate.

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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