

MASTO CHRISTOPHER A

Form 4

February 10, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MASTO CHRISTOPHER A

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)

C/O FRIEDMAN FLEISCHER &
LOWE, ONE MARITIME PLAZA,
10TH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

SAN FRANCISCO, CA 94111

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)
Common Stock	09/19/2005		G ⁽¹⁾	278,947	D \$ 0 0	D	
Common Stock	09/19/2005		G ⁽¹⁾	278,947	A \$ 0 278,947	I	By trust
Common Stock	02/09/2006		J ⁽²⁾	5,724,840	D <u>(3)</u> 0	I	See Footnote (4)
Common Stock	02/09/2006		J ⁽⁵⁾	103,563	D <u>(3)</u> 0	I	See Footnote

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(6)

Common Stock	02/09/2006	J ⁽⁷⁾	145,948	A	<u>(3)</u>	145,948	D	
Common Stock	02/09/2006	G ⁽¹⁾	145,948	D	\$ 0	0	D	
Common Stock	02/09/2006	G ⁽¹⁾	145,948	A	\$ 0	424,895	I	By trust

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

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MASTO CHRISTOPHER A
C/O FRIEDMAN FLEISCHER & LOWE
ONE MARITIME PLAZA, 10TH FLOOR
SAN FRANCISCO, CA 94111

X

Signatures

/s/ Christopher A.
Masto 02/10/2006

**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 transaction involved a gift of securities by the reporting person to a revocable trust for the benefit of the reporting person's children.

(2) Friedman Fleischer & Lowe Capital Partners, LP distributed 5,724,840 shares pro rata for no consideration to the partners of Friedman Fleischer & Lowe Capital Partners, LP

(3) Not Applicable

(4) These shares are held by Friedman Fleischer & Lowe Capital Partners, LP. Friedman Fleischer & Lowe Capital Partners, LP is controlled by Friedman Fleischer & Lowe GP, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP, LLC, and may be deemed to beneficially own the shares of Common Stock owned by Friedman Fleischer & Lowe Capital Partners, LP. The reporting person disclaims beneficial ownership of any shares in which it does not have a pecuniary interest.

(5) FFL Executive Partners, LP distributed 103,563 shares pro rata for no consideration to the partners of FFL Executive Partners, LP.

(6) The shares are held by FFL Executive Partners, LP. FFL Executive Partners, LP is controlled by Friedman Fleischer & Lowe GP, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP, LLC, and may be deemed to beneficially own the shares of Common Stock owned by FFL Executive Partners, LP. The reporting person disclaims beneficial ownership of any shares in which it does not have a pecuniary interest

(7) Friedman Fleischer & Lowe GP, LLC distributed 1,241,334 shares pro rata for no consideration to the members of Friedman Fleischer & Lowe GP, LLC. The reporting person is Managing Member of Friedman Fleischer & Lowe GP, LLC.

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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