TEMPUR PEDIC INTERNATIONAL INC

Form 4 March 21, 2008

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

TEMPUR PEDIC

(Check all applicable)

INTERNATIONAL INC [TPX]

(Last)

3. Date of Earliest Transaction

_X__ Director Officer (give title

10% Owner Other (specify

C/O FRIEDMAN FLEISCHER & LOWE, ONE MARITIME PLAZA, 22ND FLOOR

(First)

(Street) 4. If Amendment, Date Original

(Middle)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

03/20/2008

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

Person

SAN FRANCISCO, CA 94111

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` ′	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	03/20/2008		P	15,994	A	\$ 12.2	3,805,269	I	See Footnote
Common Stock	03/20/2008		P	1,798	A	\$ 12.225	3,807,067	I	See Footnote (1)
Common Stock	03/20/2008		P	8,423	A	\$ 12.23	3,815,490	I	See Footnote (1)

Common Stock	03/20/2008	P	1,798	A	\$ 12.24	3,817,288	I	See Footnote (1)
Common Stock	03/20/2008	P	5,394	A	\$ 12.25	3,822,682	I	See Footnote
Common Stock	03/20/2008	P	94	A	\$ 12.265	3,822,776	I	See Footnote (1)
Common Stock	03/20/2008	P	1,135	A	\$ 12.27	3,823,911	I	3,823,911 (1)
Common Stock	03/20/2008	P	1,135	A	\$ 12.275	3,825,046	I	See Footnote
Common Stock	03/20/2008	P	7,098	A	\$ 12.28	3,832,144	I	See Footnote
Common Stock	03/20/2008	P	473	A	\$ 12.29	3,832,617	I	See Footnote
Common Stock	03/20/2008	P	88,774	A	\$ 12.3	3,921,391	I	See Footnote
Common Stock	03/20/2008	P	4,732	A	\$ 12.43	3,926,123	I	See Footnote
Common Stock	03/20/2008	P	1,041	A	\$ 12.44	3,927,164	I	See Footnote
Common Stock	03/20/2008	P	7,761	A	\$ 12.45	3,934,925	I	See Footnote
Common Stock	03/20/2008	P	7,761	A	\$ 12.46	3,942,686	I	See Footnote
Common Stock	03/20/2008	P	4,272	A	\$ 12.51	3,946,958	I	See Footnote
Common Stock	03/20/2008	P	4,449	A	\$ 12.52	3,951,407	I	See Footnote
Common Stock	03/20/2008	P	10,789	A	\$ 12.53	3,962,196	I	See Footnote

Common Stock	03/20/2008	P	4,449	A	\$ 12.54	3,966,645	I	See Footnote
Common Stock	03/20/2008	P	17,414	A	\$ 12.55	3,984,059	I	See Footnote (1)
Common Stock	03/20/2008	P	2,231	A	\$ 12.56	3,986,290	I	See Footnote
Common Stock	03/20/2008	P	94	A	\$ 12.565	39,863,984	I	See Footnote
Common Stock	03/20/2008	P	6,192	A	\$ 12.57	3,992,576	I	See Footnote
Common Stock	03/20/2008	P	189	A	\$ 12.575	3,992,765	I	See Footnote
Common Stock	03/20/2008	P	8,518	A	\$ 12.58	4,001,283	I	See Footnote
Common Stock	03/20/2008	P	189	A	\$ 12.59	4,001,472	I	See Footnote
Common Stock	03/20/2008	P	3,312	A	\$ 12.6	4,004,784	I	See Footnote
Common Stock	03/20/2008	P	1,041	A	\$ 12.61	4,005,825	I	See Footnote
Common Stock	03/20/2008	P	1,798	A	\$ 12.62	4,007,623	I	See Footnote
Common Stock	03/20/2008	P	568	A	\$ 12.63	4,008,191	I	See Footnote

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
							Date	Title	Number		
						Lacicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MASTO CHRISTOPHER A C/O FRIEDMAN FLEISCHER & LOWE ONE MARITIME PLAZA, 22ND FLOOR SAN FRANCISCO, CA 94111

X

Signatures

/s/ Christopher A.
Masto
03/21/2008

**Signature of Reporting 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).

These shares are held by Friedman Fleischer & Lowe Capital Partners II, LP. Friedman Fleischer & Lowe Capital Partners II, LP is controlled by Friedman Fleischer & Lowe GP II, LP, its general partner, which is controlled by Friedman Fleischer & Lowe GP II, LLC,

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

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.

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