#### Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

#### TEMPUR PEDIC INTERNATIONAL INC

Form 4 March 21, 2007

### FORM 4

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

OMB 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

**OMB APPROVAL** 

Section 16.
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... 0.5

1(b).

Security

(Instr 3)

(Month/Day/Year)

(Print or Type Responses)

1. Name and Address of Reporting Person * TA ASSOCIATES STRATEGIC PARTNERS FUND B LP			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
			TEMPUR PEDIC INTERNATIONAL INC [TPX]	(Check all applicable)				
	(First)  ICOCK TOW  ON ST 56TH		3. Date of Earliest Transaction (Month/Day/Year) 03/21/2007	Director 10% Owner Officer (give titleX Other (specify below)  See General Remarks				
(Street) BOSTON, MA 02116			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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	2. Transaction	Date 2A. Deem	ned 3. 4. Securities Acquired	d (A) 5. Amount of 6. 7. Nature of				

(111301. 5)		uiiy	Code	(111501.5,	i unu .	<i>'</i> )	Deliciterary	1 01111.	Deliciteiai
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					( )		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(======================================		
Common	02/21/2007		0	10 401	_	\$	0.627	ъ	
Stock	03/21/2007		S	12,421	D	26.476	9,627	D	
Stock						20.770			

Transaction Disposed of (D)

Code

(Instr. 3. 4 and 5)

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

Execution Date, if

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)

Securities

Reneficially

Ownership

Form:

Indirect

Reneficial

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	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)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
		Derivative				Securities	S		(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		
							Exercisable	•	Title Number			
										of		
					Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TA ASSOCIATES STRATEGIC PARTNERS FUND B LP JOHN HANCOCK TOWER 200 CLARENDON ST 56TH FLOOR BOSTON, MA 02116

See General Remarks

### **Signatures**

TA Strategic Partners Fund B L.P.	03/21/2007		
**Signature of Reporting Person	Date		
By: TA Associates SPF L.P., its General Partner	03/21/2007		
**Signature of Reporting Person	Date		
TA Associates, Inc., its General Partner	03/21/2007		
**Signature of Reporting Person	Date		
By: Thomas P. Alber, Chief Financial Officer	03/21/2007		
**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).

#### **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. 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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