

TEMPUR PEDIC INTERNATIONAL INC  
 Form 4  
 May 12, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 SPF LP

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)  
 05/10/2005

\_\_\_\_ 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                    | 05/10/2005                           |                                                    | S                              |                                                                   | 107,000                                                                                       | D                                                        | \$ 20.2658                                            |
|                                 |                                      |                                                    |                                |                                                                   | 397,280                                                                                       | I                                                        |                                                       |

See Footnote 1 (1)

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)**

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| 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... Repo... 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               |
| TA ASSOCIATES SPF LP<br>125 HIGH STREET<br>SUITE 2500<br>BOSTON, MA 02110 |               |           |         | See General Remarks |

## Signatures

|                                              |            |
|----------------------------------------------|------------|
| TA Associates SPF L.P.                       | 05/12/2005 |
| __Signature of Reporting Person              | Date       |
| By: TA Associates, Inc., its General Partner | 05/12/2005 |
| __Signature of Reporting Person              | Date       |
| By: Thomas P. Alber, Chief Financial Officer | 05/12/2005 |
| __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).

The reporting person may be deemed to have a pecuniary interest as the General Partner of TA Strategic Partners Fund A L.P. and TA

(1) Strategic Partners Fund B L.P. The reporting person disclaims beneficial ownership of such shares because the reporting person's indirect beneficial ownership is subject to indeterminable future events.

### 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.