Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

TEMPUR PEDIC INTERNATIONAL INC

Form 4 June 15, 2005

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

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

response... 0.5

burden hours per

5 Relationship of Reporting Person(s) to

1(b).

Common

Stock

(Print or Type Responses)

1 Name and Address of Reporting Person *

06/15/2005

	-	Symbol FEMPU	R PED	IC				Issuer (Chec	ck all applicable	2)
	(3. Date of Earliest Transaction (Month/Day/Year) 06/15/2005			below)	e title X_Oth	•			
(Street)			· ·		Original			Applicable Line)	•	
MA 02110								Form filed by Person	More than One Re	porting
(State)	(Zip)	Table	I - Non	-Dei	rivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
2. Transaction Date (Month/Day/Year)	Execution any	Date, if	Code (Instr. 8	etion((3)	(A) or Dis (Instr. 3, 4	posed and 5 (A) or	of (D)	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 o Indirect Beneficial Ownership (Instr. 4)
	(First) (N GTREET, SUITE (Street) MA 02110 (State) 2. Transaction Date	(First) (Middle) (STREET, SUITE 2500 (Street) (Zip) 2. Transaction Date (Month/Day/Year) (Execution any	AATES STRATEGIC Symbol TEMPU INTERN (First) (Middle) 3. Date of (Month/Da STREET, SUITE 2500 06/15/20 (Street) 4. If Amen Filed(Mont MA 02110 (State) (Zip) Table 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if	ATES STRATEGIC Symbol TEMPUR PED INTERNATIO (First) (Middle) 3. Date of Earliest (Month/Day/Year) (Month/Day/Year) 4. If Amendment, Filed(Month/Day/Year) (State) (Zip) Table I - Non 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transaction Date any Code (Month/Day/Year) (Instr. 8)	AATES STRATEGIC Symbol TEMPUR PEDIC INTERNATIONAL (First) (Middle) 3. Date of Earliest Tran (Month/Day/Year) 6TREET, SUITE 2500 06/15/2005 (Street) 4. If Amendment, Date Filed(Month/Day/Year) MA 02110 (State) (Zip) Table I - Non-Der 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)	ATES STRATEGIC Symbol TEMPUR PEDIC INTERNATIONAL INC [' (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) GTREET, SUITE 2500 06/15/2005 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) MA 02110 (State) (Zip) Table I - Non-Derivative S 2. Transaction Date 2A. Deemed 3. 4. Securiti (Month/Day/Year) Execution Date, if Transaction(A) or Dis any Code (Instr. 3, 4) (Month/Day/Year) (Instr. 8)	ATES STRATEGIC Symbol TEMPUR PEDIC INTERNATIONAL INC [TPX] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (STREET, SUITE 2500 06/15/2005 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) MA 02110 (State) (Zip) Table I - Non-Derivative Securit 2. Transaction Date 2A. Deemed 3. 4. Securities Acc (Month/Day/Year) Execution Date, if Transaction(A) or Disposed any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)	TEMPUR PEDIC INTERNATIONAL INC [TPX] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (STREET, SUITE 2500 06/15/2005 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) MA 02110 (State) (Zip) Table I - Non-Derivative Securities Acq 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)	ATES STRATEGIC Symbol TEMPUR PEDIC INTERNATIONAL INC [TPX] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) — Director — Officer (give below) STREET, SUITE 2500 06/15/2005 — See C (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) — Applicable Line) — X_ Form filed by May 100 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) — Code (Instr. 3, 4 and 5) — Beneficially — Owned Following Reported — Transaction(s) — Transaction(s) — Transaction(s) — Transaction(s) — Code (Instr. 3) and 4) — Transaction(s) — Code (Instr. 3)	ATES STRATEGIC Symbol TEMPUR PEDIC INTERNATIONAL INC [TPX] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) Officer (give titleX Oth below) See General Remark (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line) X_ Form filed by One Reporting Pe Form filed by More than One Re Person (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (A) Or (Month/Day/Year) (A) Or (Instr. 3 and 4)

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

S

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)

270,803

D

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

65,940 D

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	`		Year)	Under Secur	rlying	Security (Instr. 5)	Secur Bene Owne 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

See General Remarks

TA ASSOCIATES STRATEGIC PARTNERS FUND A LP 125 HIGH STREET

SUITE 2500

BOSTON, MA 02110

Signatures

TA Strategic Partners Fund A L.P.	06/15/2005		
**Signature of Reporting Person	Date		
By: TA Associates SPF L.P., its General Partner	06/15/2005		
**Signature of Reporting Person	Date		
By: TA Associates, Inc., its General Partner	06/15/2005		
**Signature of Reporting Person	Date		
By: Thomas P. Alber, Chief Financial Officer	06/15/2005		

**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).

Remarks:

Member of a filing group which owns more the 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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