Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

TEMPUR PEDIC INTERNATIONAL INC

Form 4

February 21, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TA IX LP

2. Issuer Name and Ticker or Trading

Issuer

Symbol

TEMPUR PEDIC

INTERNATIONAL INC [TPX]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle)

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

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

JOHN HANCOCK TOWER, 200

(Street)

02/21/2007

See General Remarks

CLARENDON ST. 56TH FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

Person

BOSTON, MA 02116

(Instr. 3)

(City) (State) (Zip) 2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Beneficially Owned Following

6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

(A) or

D

Reported Transaction(s) (Instr. 4)

(Instr. 3 and 4)

Price

(2)

Common 02/21/2007 Stock

Code V Amount (D) J(1)

3,250,000

2,655,725 D

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

(Month/Day/Year)

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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9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable Date		of			
				Code V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships **Reporting Owner Name / Address**

Director 10% Owner Officer Other

TA IX LP

JOHN HANCOCK TOWER

See General Remarks 200 CLARENDON ST. 56TH FLOOR

BOSTON, MA 02116

Signatures

TA IX L.P.	02/21/2007
**Signature of Reporting Person	Date
By: TA Associates IX LLC, its General Partner	02/21/2007
**Signature of Reporting Person	Date
By: TA Associates, Inc., its Manager	02/21/2007
**Signature of Reporting Person	Date
By: Thomas P. Alber, Chief Financial Officer	02/21/2007
**Signature of Reporting Person	Date

**Signature of Reporting Person

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).
- TA IX L.P., a member of a group that owns more than 10% of Tempur-Pedic International, Inc., in the aggregate, distributed 3,250,000 shares pro rata for no consideration to the partners of TA IX L.P.
- (2) Not Applicable

Remarks:

Member of a filing group that 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.

Reporting Owners 2

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