Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

TEMPUR PEDIC INTERNATIONAL INC Form 4 March 21, 2007 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TA ASSOCIATES SPF LP Issuer Symbol TEMPUR PEDIC (Check all applicable) **INTERNATIONAL INC [TPX]** (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner __X__ Other (specify Officer (give title (Month/Day/Year) below) below) JOHN HANCOCK TOWER, 200 03/21/2007 See General Remarks **CLARENDON ST. 56TH FLOOR** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting BOSTON, MA 02116 Person (State) (Zip) (City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported (I)(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Price Code V Amount See Common S 03/21/2007 80,000 D 61,999 Ι Footnote 26.476 Stock 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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. Transacti Code (Instr. 8)	ionNumber Expiration of (Month/D			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

Reporting Owners

Reporting Owner Name / Address	Relationships						
I. S. T.	Director	10% Owner	Officer	Other			
TA ASSOCIATES SPF LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks			
Signatures							
TA Associates SPF L.P.		03/21/2007					
<u>**</u> Signature of Reporting Person		Date					
By: TA Associates, Inc., its General Partner		03/21/2007	7				
**Signature of Reporting Person		Date					
By: Thomas P. Alber, Chief Financial Officer		03/21/2007	7				
**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.