

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 March 16, 2005

FORM 4

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

OMB APPROVAL

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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 *
**FRIEDMAN FLEISCHER & LOWE
 GP LLC**

(Last) (First) (Middle)

C/O FRIEDMAN FLEISCHER &
 LOWE, ONE MARITIME PLAZA,
 10TH FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**TEMPUR PEDIC
 INTERNATIONAL INC [TPX]**

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/14/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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)
Common Stock	03/14/2005		J ⁽¹⁾	3,928,925 D	② 12,600,460	I	See footnote (3)
Common Stock	03/14/2005		J ⁽⁴⁾	862,063 A	② 862,063	D	
Common Stock	03/14/2005		J ⁽⁵⁾	71,075 D	② 227,943	I	See footnote (6)

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

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(9-02)

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. 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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
FRIEDMAN FLEISCHER & LOWE GP LLC C/O FRIEDMAN FLEISCHER & LOWE ONE MARITIME PLAZA, 10TH FLOOR SAN FRANCISCO, CA 94111		X		

Signatures

Christopher A. Masto
03/15/2005
**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).
- (1) Friedman Fleischer & Lowe Capital Partners, LP, a member of a group that owned more than 10% of Tempur-Pedic International Inc., in the aggregate, distributed 3,928,925 shares pro rata for no consideration to the partners of Friedman Fleischer & Lowe Capital Partners, LP. Pursuant to the fund's partnership agreement, certain partners of Friedman Fleischer & Lowe Capital Partners, LP elected to have their pro rata portion, a total of 1,224,406 shares, sold on their behalf. These shares have been transferred to Friedman Fleischer & Lowe, LLC, who will act as nominee for these partners and will sell the shares on their behalf. The proceeds from these sales will be delivered to the partners of Friedman Fleischer & Lowe Capital Partners, LP who made this election.
- (2) Not Applicable
- (3)

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By Friedman Fleischer & Lowe Capital Partners, LP. The reporting person is the general partner of the limited partnership which owns the reported shares and disclaims beneficial ownership of any shares in which it does not have a pecuniary interest.

- (4) Pro rata distribution from Friedman Fleischer & Lowe Capital Partners, LP and FFL Executive Partners, LP, of which Friedman Fleischer & Lowe GP, LLC is the general partner.

FFL Executive Partners, LP, a member of a group that owned more than 10% of Tempur-Pedic International Inc., in the aggregate, distributed 71,075 shares pro rata for no consideration to the partners of FFL Executive Partners, LP. Pursuant to the fund's partnership agreement, certain partners of FFL Executive Partners, LP elected to have their pro rata portion, a total of 9,020 shares, sold on their

- (5) behalf. These shares have been transferred to Friedman Fleischer & Lowe, LLC, who will act as nominee for these partners and will sell the shares on their behalf. The proceeds from these sales will be delivered to the partners of FFL Executive Partners, LP who made this election.
- (6) By FFL Executive Partners, LP. The reporting person is the general partner of the limited partnership which owns the reported shares and disclaims beneficial ownership of any shares in which it does not have a pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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