

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 September 14, 2006

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 *
 TA ASSOCIATES INC

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)
 JOHN HANCOCK TOWER, 200 CLARENDON ST, 56TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/13/2006

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See General Remarks

BOSTON, MA 02116

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	09/13/2006		J ⁽³⁾	5,000,000	D	(\$)	10,539,387	I	See Footnotes 1 & 2 ⁽¹⁾ ⁽²⁾
Common Stock	09/13/2006		J ⁽⁴⁾	1,181,505	A	(\$)	1,181,505	I	See Footnote 4 ⁽⁴⁾
Common Stock	09/13/2006		J ⁽⁴⁾	1,181,505	D	(\$)	0	I	See Footnote 4 ⁽⁴⁾
Common	09/13/2006		J ⁽⁶⁾	11,692	D	(\$)	26,244	D	

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subject to indeterminable future events.

- (2) The reporting person is the indirect beneficial owner of the following shares of Common Stock: (i) 6,335,720 shares owned by TA IX L.P.; (ii) 1,576,251 shares owned by TA/Advent VIII L.P.; (iii) 1,598,936 shares owned by TA/Atlantic and Pacific IV L.P.; (iv) 192,685 shares owned by TA Strategic Partners Fund A L.P.; (v) 34,653 shares owned by TA Strategic Partners Fund B L.P.; (vi) 627,175 shares owned by TA Subordinated Debt Fund L.P.; and (vii) 173,967 shares owned by TA Investors LLC.

- (3) TA IX L.P., TA/Advent VIII L.P., TA/Atlantic and Pacific IV L.P., TA Subordinated Debt Fund L.P. and TA Investors LLC, members of a group that owns more than 10% of Tempur-Pedic International, Inc. in the aggregate, distributed 5,000,000 shares, in the aggregate, for no consideration to the partners of TA IX L.P., TA/Advent VIII L.P., TA/Atlantic and Pacific IV L.P., TA Subordinated Debt Fund L.P., and TA Investors LLC

- (4) As the General Partner and a Limited Partner of TA IX L.P., TA Associates IX LLC received 802,110 shares in the distribution of which they distributed 802,110 shares for no consideration to the partners of TA Associates IX LLC. As the General Partner and a Limited Partner of TA/Advent VIII L.P., TA Associates VIII LLC received 160,357 shares in the distribution of which they distributed 160,357 shares for no consideration to the partners of TA Associates VIII LLC. As the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P., TA Associates AP IV L.P. received 154,238 shares in the distribution of which they distributed 154,238 shares for no consideration to the partners of TA Associates AP IV L.P. As the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P., TA Associates SDF LLC received 64,800 shares in the distribution of which they distributed 64,800 shares for no consideration to the partners of TA Associates SDF LLC.

- (5) Not Applicable

- (6) TA Associates, Inc. received 8,021 shares from TA Associates IX LLC, 1,481 shares from TA Associates VIII LLC, 1,542 shares from TA Associates AP IV L.P. and 648 shares from TA Associates SDF LLC.

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.

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