

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 MCLANE P ANDREWS

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)
 125 HIGH STREET, SUITE 2500
 (Street)

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

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

BOSTON, MA 02110

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/14/2005		J ⁽¹⁾		102,405	A	(4)	102,405	D	
Common Stock	03/14/2005		J ⁽²⁾		105,909	D	(4)	455,627	I	See Footnote 2 (2)
Common Stock	03/14/2005		J ⁽²⁾		33,981	A	(4)	136,386	D	
Common Stock	03/14/2005		J ⁽³⁾		71,620	A	(4)	71,620	I	See Footnote 3 (3)

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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. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCLANE P ANDREWS 125 HIGH STREET SUITE 2500 BOSTON, MA 02110	X			

Signatures

P. Andrews McLane 03/16/2005
 **Signature of Reporting Person Date

By: Thomas P. Alber, 03/16/2005
 Attorney-in-Fact 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).
- (1) TA IX L.P. distributed 4,400,000 shares of which TA Associates IX LLC received 1,142,590 shares. TA Associates IX LLC then distributed 80,067 shares to the reporting person. TA/Advent VIII L.P. distributed 1,100,000 shares of which TA Associates VIII LLC received 232,917 shares. TA Associates VIII LLC then distributed 17,008 shares to the reporting person. TA/Atlantic and Pacific IV L.P. distributed 1,100,000 shares of which TA Associates AP IV L.P. received 11,000 shares. TA Associates AP IV L.P. distributed 1,579 shares to the reporting person. TA Subordinated Debt Fund L.P. distributed 400,000 shares of which TA Associates SDF LLC received 86,400 shares. TA Associates SDF LLC distributed 3,751 shares to the reporting person.

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- The reporting member may be deemed to have an indirect pecuniary interest as a Member of TA Investors LLC in 455,627 shares of
- (2) Common Stock. The reporting person disclaims beneficial ownership of all such securities, except to the extent of 127,704 shares as to which he has a pecuniary interest. On 3/14/05 TA Investors LLC distributed 33,981 shares to the reporting person.
 - (3) As a result of the distributions in Footnote 1, 10 trusts, of which the reporting person's spouse is the trustee, for the benefit of the reporting person's children and grandchildren, received 71,620 shares.
 - (4) Not Applicable

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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