### Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

#### TEMPUR PEDIC INTERNATIONAL INC

Form 4

February 21, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

**OMB APPROVAL** 

January 31, Expires: 2005

Estimated average 0.5

burden hours per response...

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 ASSOCIATES AP IV LP	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	TEMPUR PEDIC INTERNATIONAL INC [TPX]	(Check all applicable)			
(Last) (First) (Middle)  JOHN HANCOCK TOWER, 200  CLARENDON ST. 56TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2007	Director 10% Owner Officer (give titleX Other (specify below)  See General Remarks			
(Street) BOSTON, MA 02116	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Acc	quired Disposed of or Reneficially Owne			

(City)	(State)	Table 1 - 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. Transactio Code (Instr. 8)	, , ,		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/21/2007		J(2)	825,000	D	(3)	665,419	I	See Footnote 1
Common Stock	02/21/2007		J(2)	168,910	A	<u>(3)</u>	168,910	D	
Common Stock	02/21/2007		J(2)	168,910	D	<u>(3)</u>	0	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	O1			
					Exercisable	Date	Title Number				
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			S	hares		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TA ASSOCIATES AP IV LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116

See General Remarks

### **Signatures**

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

\*\*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 an indirect pecuniary interest as the General Partner of TA/Atlantic and Pacific IV L.P. The reporting person disclaims benefical ownership of such shares because the reporting person's indirect pecuniary interest is subject to indeterminable future events.

**(2)** 

Reporting Owners 2

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TA/Atlantic and Pacific IV L.P., a member of a group that owns more than 10% of Tempur-Pedic International, Inc. in the aggregate, distributed 825,000 shares for no consideration to the partners of TA/Atlantic and Pacific IV L.P. As the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P., TA Associates AP IV L.P. received 168,910 shares from the distribution. TA Associates AP IV L.P. distributed all 168,910 shares for no consideration to the partners of TA Associates AP IV L.P.

(3) Not Applicable

#### **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.