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

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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).

(Last)

(City)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * TA SUBORDINATED DEBT **FUND LP**

2. Issuer Name and Ticker or Trading Symbol

TEMPUR PEDIC INTERNATIONAL INC [TPX] Issuer (Check all applicable)

5. Relationship of Reporting Person(s) to

(First) (Middle) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 02/21/2007

Director 10% Owner __X__ Other (specify Officer (give title

See General Remarks

below)

JOHN HANCOCK TOWER, 200 **CLARENDON ST. 56TH FLOOR**

(Street)

(State)

02/21/2007

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 Person

below)

BOSTON, MA 02116

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Ownership Indirect (I) (Instr. 4) Following (Instr. 4)

D

(A) Transaction(s) or (Instr. 3 and 4)

Code V Price Amount (D)

 $J^{(1)}$ 325,000 D (2) 259,610

Stock

Common

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

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Reported

SEC 1474 (9-02)

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

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transaction	5. orNumber	6. Date Exerc Expiration D		7. Title a		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(any (Month/Day/Year)	Code (Instr. 8)	of Derivative	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Underly Securitic (Instr. 3	ring es	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	lumber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TA SUBORDINATED DEBT FUND LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116

See General Remarks

Signatures

TA Subordinated Debt Fund L.P.	02/21/2007	
**Signature of Reporting Person	Date	
By: TA Associates SDF LLC, its General Partner	02/21/2007	
**Signature of Reporting Person	Date	
By: TA Associates, Inc., its Manager	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).
- (1) TA Subordinated Debt Fund L.P., a member of a group that owns more than 10% of Tempur-Pedic International, Inc., in the aggregate, distributed 325,000 shares pro rata for no consideration to the partners of TA Subordinated Debt Fund L.P.
- (2) 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.

Reporting Owners 2

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