Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

TEMPUR PEDIC INTERNATIONAL INC

Form 4 March 15, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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response... 0.5

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

Check this box

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TA SUBORDINATED DEBT Issuer Symbol **FUND LP TEMPUR PEDIC** (Check all applicable) INTERNATIONAL INC [TPX] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Officer (give title __X_ Other (specify (Month/Day/Year) below) below) 125 HIGH STREET, SUITE 2500 03/14/2005 See General Remarks (Street) 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

BOSTON, MA 02110

(State)

(7:-

(C:tr.)

| (City) | (State) | Table Table | e I - Non-I | Derivative Se | ecuritie | es Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|------------------------|--------------------------------------|-------------------------------|------------------|-------------------------------|-----------|------------|-------------------------|---------------------------|-----------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 4. Securitie on(A) or Disp | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, 4 | and 5) | | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 03/14/2005 | | J <u>(1)</u> | 400,000 | D | <u>(2)</u> | 1,613,633 | 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)required to respond unless the form displays a currently valid OMB control number.

Person

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 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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate | Amount Underly Securiti | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------------------------------|---|---|---|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title N | Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TA SUBORDINATED DEBT FUND LP 125 HIGH STREET

SUITE 2500 BOSTON, MA 02110 See General Remarks

Signatures

| TA Subordinated Debt Fund L.P. | 03/15/2005 | |
|---|------------|--|
| **Signature of Reporting Person | Date | |
| By: TA Associates SDF LLC, its General Partner | 03/15/2005 | |
| **Signature of Reporting Person | Date | |
| By: TA Associates, Inc., its Manager | 03/15/2005 | |
| **Signature of Reporting Person | Date | |
| By: Thomas P. Alber, Chief Financial Officer | 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).
- TA Subordinated Debt Fund L.P., a member of a group that owns more that 10% of Tempur-Pedic International, Inc., in the aggregate, distributed 400,000 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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