

TEMPUR PEDIC INTERNATIONAL INC

Form 4

September 14, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
09/13/2006

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)	
				(A) or (D)	Amount	Price				
Common Stock	09/13/2006		J ⁽¹⁾	V	75,357	A	(2)	211,743	D	
Common Stock	09/13/2006		J ⁽³⁾		80,000	D	(2)	173,967	I	See Footnote 3 (3)
Common Stock	09/13/2006		J ⁽³⁾		23,030	A	(2)	234,773	D	
Common Stock	09/13/2006		J ⁽⁴⁾		61,749	A	(2)	133,369	I	See Footnote 4 (4)

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

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SEC 1474
(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 09/14/2006
 **Signature of Reporting Person Date

By: Thomas P. Alber, 09/14/2006
 Attorney-in-Fact 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 IX L.P. distributed 3,100,000 shares of which TA Associates IX LLC received 802,110 shares. TA Associates IX LLC then distributed 52,752 shares to the reporting person. TA/Advent VIII L.P. distributed 760,000 shares of which TA Associates VIII LLC received 160,357 shares. TA Associates VIII LLC then distributed 11,713 shares to the reporting person. TA/Atlantic and Pacific IV L.P. distributed 760,000 shares of which TA Associates AP IV L.P. received 154,238 shares. TA Associates AP IV distributed 8,162 shares to the reporting person. TA Subordinated Debt Fund L.P. distributed 300,000 shares of which TA Associates SDF LLC received 64,800 shares. TA Associates SDF LLC distributed 2,730 shares to the reporting person.

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(2) Not Applicable

The reporting person may be deemed to have an indirect pecuniary interest as a Member of TA Investors LLC in 173,967 shares of

(3) Common Stock. The reporting person disclaims beneficial ownership of all such securities, except to the extent of 50,098 shares as to which he has a pecuniary interest. On 9/13/06 TA Investors LLC distributed 23,030 shares to the reporting person.

(4) 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 61,749 shares.

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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