

MASTO CHRISTOPHER A
Form 4
February 12, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
MASTO CHRISTOPHER A

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2010

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

C/O FRIEDMAN FLEISCHER & LOWE, ONE MARITIME PLAZA, 22ND FLOOR

(Street)

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

SAN FRANCISCO, CA 94111

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/10/2010 | | S | | 472,188 | D | \$ 27.0004 | 3,561,747 | I | See footnote (1) |
| Common Stock | 02/10/2010 | | S | | 17,675 | D | \$ 27.0004 | 133,320 | I | See footnote (2) |
| Common Stock | 02/10/2010 | | S | | 9,059 | D | \$ 27.0004 | 68,336 | I | See footnote (3) |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|---|------------|-----------|---|------------------------|
| Common Stock | 02/10/2010 | | S | 13,000 | D | \$ 27.0047 | 159,395 | I | By trust (4) |
| Common Stock | 02/11/2010 | | S | 208,135 | D | \$ 27.017 | 3,353,612 | I | See footnote (1) |
| Common Stock | 02/11/2010 | | S | 7,791 | D | \$ 27.017 | 125,529 | I | See footnote (2) |
| Common Stock | 02/11/2010 | | S | 3,993 | D | \$ 27.017 | 64,343 | I | See footnote (3) |
| Common Stock | 02/11/2010 | | S | 8,800 | D | \$ 27.0034 | 150,595 | I | By trust (4) |
| Common Stock | 02/12/2010 | | S | 501,570 | D | \$ 27.1807 | 2,852,042 | I | See footnote (1) |
| Common Stock | 02/12/2010 | | S | 18,774 | D | \$ 27.1807 | 106,755 | I | See footnote (2) |
| Common Stock | 02/12/2010 | | S | 9,623 | D | \$ 27.1807 | 54,720 | I | See footnote (3) |
| Common Stock | 02/12/2010 | | S | 16,200 | D | \$ 27.1641 | 134,395 | I | By trust (4) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Following Reported Transaction (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-------|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MASTO CHRISTOPHER A C/O FRIEDMAN FLEISCHER & LOWE ONE MARITIME PLAZA, 22ND FLOOR SAN FRANCISCO, CA 94111 | X | | | |

Signatures

/s/ Christopher

Masto

02/12/2010

**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 shares were sold by Friedman Fleischer & Lowe Capital Partners II, L.P. This fund is controlled by Friedman Fleischer & Lowe GP II, LP, its general partner, which is controlled by Friedman Fleischer & Lowe GP II, LLC, its general partner. The reporting person is

- (1) Managing Member of Friedman Fleischer & Lowe GP II, LLC, and may be deemed to beneficially own the shares of Common Stock owned by Friedman Fleischer & Lowe Capital Partners II, L.P. The reporting person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

- (2) The shares were sold by FFL Parallel Fund II, L.P. This fund is controlled by Friedman Fleischer & Lowe GP II, LP, its general partner, which is controlled by Friedman Fleischer & Lowe GP II, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP II, LLC, and may be deemed to beneficially own the shares of Common Stock owned by FFL Parallel Fund II, L.P. The reporting person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

- (3) The shares were sold by FFL Executive Partners II, L.P. This fund is controlled by Friedman Fleischer & Lowe GP II, LP, its general partner, which is controlled by Friedman Fleischer & Lowe GP II, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP II, LLC, and may be deemed to beneficially own the shares of Common Stock owned by FFL Executive Partners II, L.P. The reporting person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

- (4) The shares are held in a revocable trust for the benefit of the reporting person's minor children.

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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