

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 April 27, 2005

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

OMB APPROVAL

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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 *
 FRIEDMAN FLEISCHER & LOWE
 CAPITAL PARTNERS LP

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)
 C/O FRIEDMAN FLEISCHER &
 LOWE, ONE MARITIME PLAZA,
 10TH FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/25/2005

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

(Street)
 SAN FRANCISCO, CA 94111

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 04/25/2005 | | J(1) | 6,875,620 | D (3) | 5,724,840 | D (4) |
| Common Stock | 04/25/2005 | | J(2) | 124,380 | D (3) | 103,563 | D (4) |

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

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 (9-02)

election.

- (3) Not Applicable
- (4) See "Notes to Footnote 4" in Exhibit 99.2.

Remarks:

(1) Mr. Masto is Managing Member of Friedman Fleischer & Lowe GP, LLC, General Partner of Friedman Fleischer & Lowe

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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