

TEMPUR PEDIC INTERNATIONAL INC  
 Form 4  
 December 11, 2008

**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 \*  
 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)

JOHN HANCOCK TOWER, 200 CLARENDON ST. 56TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/10/2008

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

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

**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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	12/10/2008		J <sup>(1)</sup>			47,927	A	(11)	387,509	D	
Common Stock	12/10/2008		J <sup>(2)</sup>			2,449	A	(11)	389,958	D	
Common Stock	12/10/2008		J <sup>(3)</sup>			10,019	A	(11)	399,977	D	
Common Stock	12/10/2008		J <sup>(4)</sup>			6,997	A	(11)	406,974	D	
Common Stock	12/10/2008		J <sup>(5)</sup>			87,160	D	(11)	0	I	See Footnote 5

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									(5)
Common Stock	12/10/2008		J <sup>(5)</sup>	25,086	A	(11)	432,060	D	
Common Stock	12/10/2008		J <sup>(6)</sup>	32,856	A	(11)	235,022	I	See Footnote 10 <sup>(10)</sup>
Common Stock	12/10/2008		J <sup>(7)</sup>	3,317	A	(11)	238,339	I	See Footnote 10 <sup>(10)</sup>
Common Stock	12/10/2008		J <sup>(8)</sup>	6,732	A	(11)	245,071	I	See Footnote 10 <sup>(10)</sup>
Common Stock	12/10/2008		J <sup>(9)</sup>	9,872	A	(11)	254,943	I	See Footnote 10 <sup>(10)</sup>

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

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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. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 19.03					(12)	10/23/2016	Common Stock	14,700
Stock Option (right to buy)	\$ 26.85					(13)	06/18/2017	Common Stock	14,700



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exempt under Rule 16a-9(a).

TA/Antlantic and Pacific IV L.P. distributed 665,419 shares to its partners of which TA Associates AP IV L.P. received 130,629 shares.

- (9) TA Associates AP IV LLC then distributed 9,872 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (10) The reporting person's spouse is the trustee of 10 trusts for the benefit of the reporting person's children and grandchildren.
- (11) Not Applicable
- (12) Fifty percent of this option vested on the grant date, October 23, 2006, twenty-five percent vested on January 31, 2007 and twenty-five percent vested on April 30, 2007.
- (13) Twenty-five percent vested on July 31, 2007, twenty-five percent vested on October 31, 2007, twenty-five percent vested on January 31, 2008 and twenty-five percent vested on April 30, 2008.
- (14) Twenty-five percent vested on July 31, 2008, twenty-five percent vested on October 31, 2008, twenty five percent will vest on January 31, 2009, and twenty five percent will vest on April 30, 2009.

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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