

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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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)

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

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

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

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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

Stock Option (right to buy)	\$ 11.28	(14)	05/06/2018	Common Stock	22,200
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCLANE P ANDREWS JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116	X			

Signatures

P. Andrews McLane 12/11/2008

__Signature of Reporting Person Date

By: Thomas P. Alber, 12/11/2008
Attorney-in-Fact

__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).
- (1) TA IX L.P. distributed 2,655,725 shares to its partners of which TA Associates IX LLC received 665,356 shares. TA Associates IX LLC then distributed 47,927 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (2) TA Subordinated Debt Fund L.P. distributed 259,610 shares to its partners of which TA Associates SDF LLC received 56,076 shares. TA Associates SDF LLC then distributed 2,449 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (3) TA/Advent VIII L.P. distributed 669,274 shares to its partners of which TA Associates VIII LLC received 136,818 shares. TA Associates VIII LLC then distributed 10,019 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (4) TA/Atlantic and Pacific IV L.P. distributed 665,419 shares to its partners of which TA Associates AP IV L.P. received 130,629 shares. TA Associates AP IV LLC then distributed 6,997 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (5) The reporting person may be deemed to have an indirect pecuniary interest as a Member of TA Investors LLC in 87,160 shares of Common Stock. The reporting person disclaims beneficial ownership of all such shares except to the extent of 25,086 shares to which he has a pecuniary interest. On December 10, 2008 TA Investors LLC distributed 25,086 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (6) TA IX L.P. distributed 2,655,725 shares to its partners of which TA Associates IX LLC received 665,356 shares. TA Associates IX LLC then distributed 32,856 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (7) TA Subordinated Debt Fund L.P. distributed 259,610 shares to its partners of which TA Associates SDF LLC received 56,076 shares. TA Associates SDF LLC then distributed 3,317 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (8) TA/Advent VIII L.P. distributed 669,274 shares to its partners of which TA Associates VIII LLC received 136,818 shares. TA Associates VIII LLC then distributed 6,732 shares to the reporting person in a pro rata distribution for no consideration in a transaction

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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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