

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 February 21, 2007

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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2007

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

JOHN HANCOCK TOWER, 200 CLARENDON ST. 56TH 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

BOSTON, MA 02116

(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) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 02/21/2007 | | J ⁽¹⁾ | A | 83,198 | 2 | 317,971 | D |
| Common Stock | 02/21/2007 | | J ⁽³⁾ | D | 75,000 | 2 | 87,160 | I |
| Common Stock | 02/21/2007 | | J ⁽³⁾ | A | 21,611 | 2 | 339,582 | D |
| Common Stock | 02/21/2007 | | J ⁽⁴⁾ | A | 68,797 | 2 | 202,166 | I |

See Footnote 3 ⁽³⁾

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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(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 or Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Stock Option (right to buy) | \$ 19.03 | | | | (5) | 10/23/2016 | Common Stock | 14,700 |

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 02/21/2007
 **Signature of Reporting Person Date

By: Thomas P. Alber, 02/21/2007
 Attorney-in-Fact Date
 **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)

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TA IX L.P. distributed 3,250,000 shares of which TA Associates IX LLC received 848,140 shares. TA Associates IX LLC then distributed 58,538 shares to the reporting person. TA/Advent VIII L.P. distributed 800,000 shares of which TA Associates VIII LLC received 170,218 shares. TA Associates VIII LLC then distributed 12,425 shares to the reporting person. TA/Atlantic and Pacific IV L.P. distributed 825,000 shares of which TA Associates AP IV L.P. received 168,910 shares. TA Associates AP IV distributed 9,196 shares to the reporting person. TA Subordinated Debt Fund L.P. distributed 325,000 shares of which TA Associates SDF LLC received 70,200 shares. TA Associates SDF LLC distributed 3,039 shares to the reporting person.

(2) Not Applicable

The reporting person may be deemed to have an indirect pecuniary interest as a Member of TA Investors LLC in 87,160 shares of

(3) Common Stock. The reporting person disclaims beneficial ownership of all such securities, except to the extent of 25,086 shares as to which he has a pecuniary interest. On 02/21/07 TA Investors LLC distributed 21,611 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 68,797 shares.

(5) Fifty percent of this option vested on the grant date, October 23, 2006, twenty-five percent will vest on January 31, 2007 and twenty-five percent will vest on April 30, 2007.

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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