TEMPUR PEDIC INTERNATIONAL INC
Form 4
March 21, 2008

# FORM 4

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

**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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MASTO CHRISTOPHER A

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TEMPUR PEDIC INTERNATIONAL INC [TPX]

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/19/2008 | | P | | 3,401 | A | $ 11.555 | 2,092,184 | I | See Footnote (1) |
| Common Stock | 03/19/2008 | | P | | 27,446 | A | $ 11.56 | 2,119,630 | I | See Footnote (1) |
| Common Stock | 03/19/2008 | | P | | 757 | A | $ 11.565 | 2,120,387 | I | See Footnote (1) |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock | 03/19/2008 | P | 25,461 | A | $ 11.57 | 2,145,848 | I | See Footnote (1) |
| Common Stock | 03/19/2008 | P | 129,078 | A | $ 11.58 | 2,274,926 | I | See Footnote (1) |
| Common Stock | 03/19/2008 | P | 25,037 | A | $ 11.59 | 2,299,963 | I | See Footnote (1) |
| Common Stock | 03/19/2008 | P | 1,135 | A | $ 11.595 | 2,301,098 | I | See Footnote (1) |
| Common Stock | 03/19/2008 | P | 300,517 | A | $ 11.6 | 2,601,615 | I | See Footnote (1) |
| Common Stock | 03/19/2008 | P | 7,193 | A | $ 11.61 | 2,608,808 | I | See Footnote (1) |
| Common Stock | 03/19/2008 | P | 26,862 | A | $ 11.62 | 2,635,670 | I | See Footnote (1) |
| Common Stock | 03/19/2008 | P | 1,672 | A | $ 11.625 | 2,637,342 | I | See Footnote (1) |
| Common Stock | 03/19/2008 | P | 99,373 | A | $ 11.63 | 2,736,715 | I | See Footnote (1) |
| Common Stock | 03/19/2008 | P | 473 | A | $ 11.635 | 2,737,188 | I | See Footnote (1) |
| Common Stock | 03/19/2008 | P | 15,853 | A | $ 11.64 | 2,753,041 | I | See Footnote (1) |
| Common Stock | 03/19/2008 | P | 57,163 | A | $ 11.65 | 2,810,204 | I | See Footnote (1) |
| Common Stock | 03/19/2008 | P | 947 | A | $ 11.66 | 2,811,151 | I | See Footnote (1) |
| Common Stock | 03/20/2008 | P | 1,068 | A | $ 11.6 | 2,812,219 | I | See Footnote (1) |
| Common Stock | 03/20/2008 | P | 1,325 | A | $ 11.61 | 2,813,544 | I | See Footnote |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | | (1) |
| Common Stock | 03/20/2008 | P | 2,840 | A | $ 11.62 | 2,816,384 | I | See Footnote (1) |
| Common Stock | 03/20/2008 | P | 311 | A | $ 11.63 | 2,816,695 | I | See Footnote (1) |
| Common Stock | 03/20/2008 | P | 473 | A | $ 11.64 | 2,817,168 | I | See Footnote (1) |
| Common Stock | 03/20/2008 | P | 1,893 | A | $ 11.65 | 2,819,061 | I | See Footnote (1) |
| Common Stock | 03/20/2009 | P | 635 | A | $ 11.68 | 2,819,696 | I | See Footnote (1) |
| Common Stock | 03/20/2008 | P | 17,603 | A | $ 11.7 | 2,837,299 | I | See Footnote (1) |
| Common Stock | 03/20/2008 | P | 1,041 | A | $ 11.705 | 2,838,340 | I | See Footnote (1) |
| Common Stock | 03/20/2008 | P | 4,637 | A | $ 11.71 | 2,842,977 | I | See Footnote (1) |
| Common Stock | 03/20/2008 | P | 1,609 | A | $ 11.72 | 2,844,586 | I | See Footnote (1) |
| Common Stock | 03/20/2008 | P | 1,352 | A | $ 11.74 | 2,845,938 | I | See Footnote (1) |
| Common Stock | 03/20/2008 | P | 62,720 | A | $ 11.75 | 2,908,658 | I | See Footnote (1) |
| Common Stock | 03/20/2008 | P | 568 | A | $ 11.77 | 2,909,226 | I | See Footnote (1) |

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.**

SEC 1474 (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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

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

# Signatures

| /s/ Christopher A. Masto | 03/21/2008 |
|---|---|
| **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)** These shares are held by Friedman Fleischer & Lowe Capital Partners II, LP. Friedman Fleischer & Lowe Capital Partners II, LP 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 Friedman Fleischer & Lowe Capital Partners II, LP. The reporting person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.