

TEMPUR PEDIC INTERNATIONAL INC

Form 4

September 14, 2006

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TA ASSOCIATES INC

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/13/2006

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

See General Remarks

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/13/2006		J ⁽³⁾		5,000,000	D	<u>(5)</u>	10,539,387	I	See Footnotes 1 & 2 ⁽¹⁾ ⁽²⁾
Common Stock	09/13/2006		J ⁽⁴⁾		1,181,505	A	<u>(5)</u>	1,181,505	I	See Footnote 4 ⁽⁴⁾
Common Stock	09/13/2006		J ⁽⁴⁾		1,181,505	D	<u>(5)</u>	0	I	See Footnote 4 ⁽⁴⁾
Common	09/13/2006		J ⁽⁶⁾		11,692	D	<u>(5)</u>	26,244	D	

Stock

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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116	Director 10% Owner Officer Other See General Remarks

Signatures

TA Associates, Inc.	09/14/2006
**Signature of Reporting Person	Date
By: Thomas P. Alber, Chief Financial Officer	09/14/2006
**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) The reporting person may be deemed to have an indirect pecuniary interest as the General Partner of TA Associates AP IV L.P., and TA Associates SPF L.P. and as the Manager of TA Associates IX LLC, TA Associates VIII LLC, TA Associates SDF LLC, and TA Investors LLC. The reporting person disclaims beneficial ownership of such shares because the reporting person 's indirect pecuniary interest is

Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

subject to indeterminable future events.

- (2) The reporting person is the indirect beneficial owner of the following shares of Common Stock: (i) 6,335,720 shares owned by TA IX L.P.; (ii) 1,576,251 shares owned by TA/Advent VIII L.P.; (iii) 1,598,936 shares owned by TA/Atlantic and Pacific IV L.P.; (iv) 192,685 shares owned by TA Strategic Partners Fund A L.P.; (v) 34,653 shares owned by TA Strategic Partners Fund B L.P.; (vi) 627,175 shares owned by TA Subordinated Debt Fund L.P.; and (vii) 173,967 shares owned by TA Investors LLC.

- (3) TA IX L.P., TA/Advent VIII L.P., TA/Atlantic and Pacific IV L.P., TA Subordinated Debt Fund L.P. and TA Investors LLC, members of a group that owns more than 10% of Tempur-Pedic International, Inc. in the aggregate, distributed 5,000,000 shares, in the aggregate, for no consideration to the partners of TA IX L.P., TA/Advent VIII L.P., TA/Atlantic and Pacific IV L.P., TA Subordinated Debt Fund L.P., and TA Investors LLC

- (4) As the General Partner and a Limited Partner of TA IX L.P., TA Associates IX LLC received 802,110 shares in the distribution of which they distributed 802,110 shares for no consideration to the partners of TA Associates IX LLC. As the General Partner and a Limited Partner of TA/Advent VIII L.P., TA Associates VIII LLC received 160,357 shares in the distribution of which they distributed 160,357 shares for no consideration to the partners of TA Associates VIII LLC. As the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P., TA Associates AP IV L.P. received 154,238 shares in the distribution of which they distributed 154,238 shares for no consideration to the partners of TA Associates AP IV L.P. As the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P., TA Associates SDF LLC received 64,800 shares in the distribution of which they distributed 64,800 shares for no consideration to the partners of TA Associates SDF LLC.

- (5) Not Applicable

- (6) TA Associates, Inc. received 8,021 shares from TA Associates IX LLC, 1,481 shares from TA Associates VIII LLC, 1,542 shares from TA Associates AP IV L.P. and 648 shares from TA Associates SDF LLC.

Remarks:

Member of a filing group which owns more than 10% in the aggregate.

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.