

TEMPUR PEDIC INTERNATIONAL INC

Form 4

May 03, 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)
125 HIGH STREET, SUITE 2500
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2006

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

See General Remarks

BOSTON, MA 02110

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

(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)		
Common Stock	05/03/2006		S	6,300,000	D	\$ 14.95	15,539,387	I	See Footnotes 1 & 2 ⁽¹⁾ ₍₂₎
Common Stock							14,552	D	

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)

Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

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 Own Follo Repor 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
TA ASSOCIATES INC 125 HIGH STREET SUITE 2500 BOSTON, MA 02110				See General Remarks

Signatures

TA Associates, Inc. 05/03/2006
 __Signature of Reporting Person Date
 By: Thomas P. Alber, Chief Financial Officer 05/03/2006
 __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 subject to indeterminable future events.
- (2) The reporting person is the indirect beneficial owner of the following shares of Common Stock: (i) 9,435,720 shares owned by TA IX L.P.; (ii) 2,336,251 shares owned by TA/Advent VIII L.P.; (iii) 2,358,936 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) 927,175 shares owned by TA Subordinated Debt Fund L.P.; and (vii) 253,967 shares owned by TA Investors 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.

Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

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.