

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 September 14, 2006

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 *
 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
 (Street)

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

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See General Remarks

BOSTON, MA 02116

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

(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 | (\$) | 10,539,387 | I | See Footnotes 1 & 2 ⁽¹⁾ ⁽²⁾ |
| Common Stock | 09/13/2006 | | J ⁽⁴⁾ | | 1,181,505 | A | (\$) | 1,181,505 | I | See Footnote 4 ⁽⁴⁾ |
| Common Stock | 09/13/2006 | | J ⁽⁴⁾ | | 1,181,505 | D | (\$) | 0 | I | See Footnote 4 ⁽⁴⁾ |
| Common Stock | 09/13/2006 | | J ⁽⁶⁾ | | 11,692 | D | (\$) | 26,244 | D | |

Stock

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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
JOHN HANCOCK TOWER
200 CLARENDON ST, 56TH FLOOR
BOSTON, MA 02116

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

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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.

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