

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MCLANE P ANDREWS</u> (Last) (First) (Middle) <u>JOHN HANCOCK TOWER</u> <u>200 CLARENDON ST. 56TH FLOOR</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR PEDIC INTERNATIONAL INC</u> [TPX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	02/21/2007		J ⁽¹⁾		83,198	A	(2)	317,971	D	
Common Stock	02/21/2007		J ⁽³⁾		75,000	D	(2)	87,160	I	See Footnote 3 ⁽³⁾
Common Stock	02/21/2007		J ⁽³⁾		21,611	A	(2)	339,582	D	
Common Stock	02/21/2007		J ⁽⁴⁾		68,797	A	(2)	202,166	I	See Footnote 4 ⁽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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$19.03							(5)	10/23/2016	Common Stock	14,700	14,700	D	

Explanation of Responses:

1. 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

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

P. Andrews McLane 02/21/2007

By: Thomas P. Alber, 02/21/2007

Attorney-in-Fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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