FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APP	OMB APPROVAL							
CLUD	OMB Number	3235-028							

5. Relationship of Reporting Person(s) to Issuer

Check this box in the longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

1. Name and Address of Reporting Person\*

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

2. Issuer Name and Ticker or Trading Symbol

OWB 7 ii 1 1 to	, ,, ,r					
OMB Number:	3235-0287					
Estimated average burden						
hours per response:	0.5					

TA INVESTORS LLC  (Last) (First) (Middle)  125 HIGH STREET  SUITE 2500					TEMPUR PEDIC INTERNATIONAL INC [ TPX ]									Offic	ctor er (give title		10% C X Other below)	(specify
					3. Date of Earliest Transaction (Month/Day/Year) 03/29/2005									See General Remarks				
				_   4. If	Line)  X Form filed by One Reporting Per									porting Pers	son			
	Tabl	e I - Noi	n-Deriv	ative/	Sec	curitie	s Ac	quired,	Dis	posed o	f, or	Bene	eficia	ally Own	ed			
1. Title of Security (Instr. 3)			Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)					nd Secur Benef Owne	rities   I ficially   ( ed Following   (		m: Direct or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							Code	v	Amount	(A) or (D)		Price	Trans	action(s)			(111511.4)	
Common Stock			03/29	9/2005				J	J 12,09		)1 D		(1	443,536			D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any		Date,	4. Transaction Code (Instr. 8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)			Amour or Numbe		ount nber	8. Price of Derivative Security (Instr. 5)	e derivative Securities Beneficiall Owned Following Reported	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Ownership Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
	(Fit STREET 500 N M. (St Stock 2. Conversion or Exercise Price of Derivative	(First) ( H STREET 500  N MA ( State) ( Table Security (Instr. 3)  Stock  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle)  H STREET  500  N MA 02110  (State) (Zip)  Table I - Note Conversion or Exercise Price of Derivative    2. (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (Middle)  (Zip)  Table I - Note Conversion of Execution if any (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)    (Month/Day/Year)	(First) (Middle)  H STREET  500  N MA 02110  (State) (Zip)  Table I - Non-Deriv  Security (Instr. 3)  2. Trans Date (Month/ Stock  Table II - Derivat (e.g., p  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. (Month/Day/Year)	(First) (Middle)  H STREET  500  MA 02110  (State) (Zip)  Table I - Non-Derivative  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  H STREET  5000  MA 02110  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Secure.g., puts, calls  2. Conversion or Exercise Price of Derivative Security  (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  [TPX]  3. Date or 03/29/20  4. If Ame  3. Transaction Date (Month/Day/Year)  [Transaction Date if any (Month/Day/Year)  [Transaction D	(First) (Middle)  H STREET  5000  MA 02110  (State) (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Conversion or Exercise Price of Derivative Security (Month/Day/Year)  A. Deemed Execution Date (Month/Day/Year)  3. Date of Earlies 03/29/2005  4. If Amendment  2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  3. Date of Earlies 03/29/2005  4. If Amendment  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Date of Earlies 03/29/2005  4. If Amendment  2. Transaction Date (e.g., puts, calls, warr (month/Day/Year)  2. Transaction Date (e.g., puts, calls, warr (month/Day/Year)  3. Date of Earlies 03/29/2005	(First) (Middle)  H STREET  500  MA 02110  (State) (Zip)  Table I - Non-Derivative Securities Accurity (Instr. 3)  Stock  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Stock  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  2. Transaction Date (Transaction Code (Instr. 8)  Stock  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Date of Earliest Trans 03/29/2005  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)	(First) (Middle)  H STREET  500  MA 02110  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, D (e.g., puts, calls, warrants, option  2. Transaction Date (Instr. 3)  Table II - Derivative Securities Acquired, D (e.g., puts, calls, warrants, option  2. Transaction (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Exercise Price of Derivative Security  Security  Date (Month/Day/Year)  Date (Month/Day/Year)	(First) (Middle)  H STREET  500  MAA 02110  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dissecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Dispected (Instr. 8)  Table II - Derivative Securities Acquired, Dispected (Instr. 8)  Table II - Derivative Securities Acquired, Dispected (Instr. 8)  Table II - Derivative Securities Acquired, Dispected (Instr. 8)  2. Transaction Date (Instr. 8)  Table II - Derivative Securities Acquired, Dispected (Instr. 8)  Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date	(First) (Middle)  H STREET  500  MAA 02110  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed Code (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Security  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration	(First) (Middle)  H STREET  500  MA 02110  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Becurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock  03/29/2005  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code V Amount (C.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Month/Day/Year)  (Month/Day/Year)  2. Conversion or Exercise (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code V Amount (Month/Day/Year)  2. Conversion or Exercise (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (Instr. 8)  4. Transaction Code (Instr. 9)  Code (Instr. 9)  (Month/Day/Year)  Amount (Expiration Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Date Exercisable and Expiration Date (Month/Day/Year)  (Month/Day/Year)  Date Expiration  Expiration Date (Month/Day/Year)  Date Expiration	(First) (Middle) H STREET  500  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficeurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Disposed of (D) (Instr. 8)  4. Securities Acquired Disposed Of (D) (Instr. 8)  Code V Amount (A) or (D)  Table II - Derivative Securities Acquired, Disposed of, or Benefice.g., puts, calls, warrants, options, convertible securities Price of Derivative Securities Acquired (A) or Disposed (Month/Day/Year)  [7] (Month/Day/Year)  [8] (Month/Day/Year)  [9] (Month/Day/Year)  [10] (Month/Day/Year)  [11] (Month/Day/Year)  [12] (Month/Day/Year)  [13] (Month/Day/Year)  [14] (Month/Day/Year)  [15] (Month/Day/Year)  [16] (Month/Day/Year)  [17] (Month/Day/Year)  [18] (Month/Day	(First) (Middle) H STREET 500  MA 02110  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Stock  03/29/2005  3. Transaction Date (Month/Day/Year)	Test   Conversion of Exercise Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, optimals, calls, calls, warrants, optimals, calls,	TPX	Code   Namount of Executives   Securities   Securities	TPX

## **Explanation of Responses:**

1. Not Applicable

## Remarks:

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

**TA Investors LLC** 03/31/2005

By: TA Associates, Inc., its 03/31/2005 <u>Manager</u>

By: Thomas P. Alber, Chief 03/31/2005

Financial Officer

\*\* 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.

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 Number.