

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 | |
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| | | |
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| 1. Name and Address of Reporting Person* MASTO CHRISTOPHER A (Last) (First) (Middle) C/O FRIEDMAN FLEISCHER & LOWE ONE MARITIME PLAZA, 22ND FLOOR (Street) SAN FRANCISCO CA 94111 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol TEMPUR PEDIC INTERNATIONAL INC [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) 03/19/2008 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

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 | 03/19/2008 | | P | | 3,401 | A | \$11.555 | 2,092,184 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 27,446 | A | \$11.56 | 2,119,630 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 757 | A | \$11.565 | 2,120,387 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 25,461 | A | \$11.57 | 2,145,848 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 129,078 | A | \$11.58 | 2,274,926 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 25,037 | A | \$11.59 | 2,299,963 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 1,135 | A | \$11.595 | 2,301,098 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 300,517 | A | \$11.6 | 2,601,615 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 7,193 | A | \$11.61 | 2,608,808 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 26,862 | A | \$11.62 | 2,635,670 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 1,672 | A | \$11.625 | 2,637,342 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 99,373 | A | \$11.63 | 2,736,715 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 473 | A | \$11.635 | 2,737,188 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 15,853 | A | \$11.64 | 2,753,041 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 57,163 | A | \$11.65 | 2,810,204 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/19/2008 | | P | | 947 | A | \$11.66 | 2,811,151 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/20/2008 | | P | | 1,068 | A | \$11.6 | 2,812,219 | I | See Footnote ⁽¹⁾ |

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 | 03/20/2008 | | P | | 1,325 | A | \$11.61 | 2,813,544 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/20/2008 | | P | | 2,840 | A | \$11.62 | 2,816,384 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/20/2008 | | P | | 311 | A | \$11.63 | 2,816,695 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/20/2008 | | P | | 473 | A | \$11.64 | 2,817,168 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/20/2008 | | P | | 1,893 | A | \$11.65 | 2,819,061 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/20/2009 | | P | | 635 | A | \$11.68 | 2,819,696 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/20/2008 | | P | | 17,603 | A | \$11.7 | 2,837,299 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/20/2008 | | P | | 1,041 | A | \$11.705 | 2,838,340 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/20/2008 | | P | | 4,637 | A | \$11.71 | 2,842,977 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/20/2008 | | P | | 1,609 | A | \$11.72 | 2,844,586 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/20/2008 | | P | | 1,352 | A | \$11.74 | 2,845,938 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/20/2008 | | P | | 62,720 | A | \$11.75 | 2,908,658 | I | See Footnote ⁽¹⁾ |
| Common Stock | 03/20/2008 | | P | | 568 | A | \$11.77 | 2,909,226 | I | See Footnote ⁽¹⁾ |

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) | | | | | |

Explanation of Responses:

1. These shares are held by Friedman Fleischer & Lowe Capital Partners II, LP. Friedman Fleischer & Lowe Capital Partners II, LP is controlled by Friedman Fleischer & Lowe GP II, LP, its general partner, which is controlled by Friedman Fleischer & Lowe GP II, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP II, LLC, and may be deemed to beneficially own the shares of Common Stock owned by Friedman Fleischer & Lowe Capital Partners II, LP. The reporting person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

Remarks:

/s/ Christopher A. Masto 03/21/2008

** 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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