

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) March 16, 2005

TEMPUR-PEDIC INTERNATIONAL INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-31922
(Commission File No.)

33-1022198
(I.R.S. Employer
Identification No.)

1713 Jaggie Fox Way
Lexington, Kentucky 40511
(Address of principal executive offices) (Zip Code)

(800) 878-8889
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure

On March 16, 2005, Tempur-Pedic International Inc. issued a press release stating that it has been informed by TA Associates, Inc. (TA) that TA has made a partial distribution to its partners of a total of seven million shares of Tempur-Pedic International common stock, and it has also been informed by Friedman, Fleischer & Lowe, LLC (FFL) that FFL has made a partial distribution to its partners of a total of four million shares of Tempur-Pedic International common stock. A copy of this press release is furnished as Exhibit 99.1 to this report.

The information in this report (including Exhibit 99.1) shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated March 16, 2005, titled “Tempur-Pedic International Confirms Partial Distributions by Major Stockholders.”

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 22, 2005

Tempur-Pedic International Inc.

By: /s/ Robert B. Trussell, Jr.

Name: Robert B. Trussell, Jr.

Title: Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated March 16, 2005, titled "Tempur-Pedic International Confirms Partial Distributions by Major Stockholders."

Tempur-Pedic International Confirms Partial Distributions by Major Stockholders**TA and FFL remain the Company's two largest shareholders**

LEXINGTON, Ky., March 16, 2005 /PRNewswire-FirstCall via COMTEX/ — In response to several inquiries, Tempur-Pedic International Inc. (NYSE: TPX), the market-leading manufacturer, marketer and distributor of premium mattresses and pillows worldwide, confirmed that it has been informed by TA Associates, Inc. (TA) that TA has made a partial distribution to its partners of a total of 7 million shares of Tempur-Pedic International common stock, and has also been informed by Friedman, Fleischer & Lowe, LLC (FFL) that FFL has made a partial distribution to its partners of a total of 4 million shares of Tempur-Pedic International common stock.

The Company further noted that TA and FFL acquired these shares in connection with their original investment in the Company in November 2002, and that after giving effect to these distributions TA and FFL own approximately 27 and 13 million shares, respectively, of the Company's common stock and remain the Company's two largest shareholders. In addition, two persons affiliated with TA and two persons affiliated with FFL remain on the Tempur-Pedic Board of Directors.

About the Company

Tempur-Pedic International Inc. (NYSE: TPX) manufactures and distributes Swedish Mattresses and Neck Pillows(TM) made from its proprietary TEMPUR(R) pressure-relieving material: a visco-elastic material that conforms to the body to provide support and help alleviate pressure points. Products are currently sold in 60 countries under the TEMPUR and Tempur-Pedic(R) brand names. World headquarters for Tempur-Pedic International Inc. are in Lexington, Kentucky. For more information about the Company, visit <http://www.tempurpedic.com>.