

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>FRIEDMAN FLEISCHER &amp; LOWE GP LLC</b>  (Last) (First) (Middle) <b>C/O FRIEDMAN FLEISCHER &amp; LOWE</b> <b>ONE MARITIME PLAZA, 10TH FLOOR</b>  (Street) <b>SAN FRANCISCO CA 94111</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>TEMPUR PEDIC INTERNATIONAL INC</b> [ TPX ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <b>General partner</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/06/2004</b>	
	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 <input type="checkbox"/> 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	12/06/2004		S		477,026	D	\$18.96	16,529,385	I	See Footnote <sup>(1)</sup>
Common Stock	12/06/2004		S		8,629	D	\$18.96	299,018	I	See Footnote <sup>(2)</sup>

**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)		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)					

1. Name and Address of Reporting Person\*  
**FRIEDMAN FLEISCHER & LOWE GP LLC**  
 (Last) (First) (Middle)  
**C/O FRIEDMAN FLEISCHER & LOWE**  
**ONE MARITIME PLAZA, 10TH FLOOR**  
 (Street)  
**SAN FRANCISCO CA 94111**  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**FFL EXECUTIVE PARTNERS LP**  
 (Last) (First) (Middle)  
**C/O FRIEDMAN FLEISCHER & LOWE**  
**ONE MARITIME PLAZA, 10TH FLOOR**  
 (Street)  
**SAN FRANCISCO CA 94111**  
 (City) (State) (Zip)

Explanation of Responses:

1. By Friedman Fleischer & Lowe Capital Partners, LP. The reporting person is the general partner of the limited partnership which owns the reported shares and disclaims beneficial ownership of any shares in which it does not have a pecuniary interest.
2. By FFL Executive Partners, LP. The reporting person is the general partner of the limited partnership which owns the reported shares and disclaims beneficial ownership of any shares in which it does not have a pecuniary interest.

/s/ Christopher A. Masto

12/06/2004

\*\* 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.**