

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

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* <u>MCLANE P ANDREWS</u> (Last) (First) (Middle) <u>125 HIGH STREET</u> <u>SUITE 2500</u> (Street) <u>BOSTON MA 02110</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>09/13/2006</u>	
		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	09/13/2006		J ⁽¹⁾		75,357	A	(2)	211,743	D	
Common Stock	09/13/2006		J ⁽³⁾		80,000	D	(2)	173,967	I	See Footnote 3 ⁽³⁾
Common Stock	09/13/2006		J ⁽³⁾		23,030	A	(2)	234,773	D	
Common Stock	09/13/2006		J ⁽⁴⁾		61,749	A	(2)	133,369	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					

Explanation of Responses:

- TA IX L.P. distributed 3,100,000 shares of which TA Associates IX LLC received 802,110 shares. TA Associates IX LLC then distributed 52,752 shares to the reporting person. TA/Advent VIII L.P. distributed 760,000 shares of which TA Associates VIII LLC received 160,357 shares. TA Associates VIII LLC then distributed 11,713 shares to the reporting person. TA/Atlantic and Pacific IV L.P. distributed 760,000 shares of which TA Associates AP IV L.P. received 154,238 shares. TA Associates AP IV distributed 8,162 shares to the reporting person. TA Subordinated Debt Fund L.P. distributed 300,000 shares of which TA Associates SDF LLC received 64,800 shares. TA Associates SDF LLC distributed 2,730 shares to the reporting person.
- Not Applicable
- The reporting person may be deemed to have an indirect pecuniary interest as a Member of TA Investors LLC in 173,967 shares of Common Stock. The reporting person disclaims beneficial ownership of all such securities, except to the extent of 50,098 shares as to which he has a pecuniary interest. On 9/13/06 TA Investors LLC distributed 23,030 shares to the reporting person.
- 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 61,749 shares.

P. Andrews McLane 09/14/2006
By: Thomas P. Alber, 09/14/2006
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.

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.