

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

1. Name and Address of Reporting Person* <u>TA ASSOCIATES INC</u>  (Last) (First) (Middle) <u>JOHN HANCOCK TOWER</u> <u>200 CLARENDON ST, 56TH FLOOR</u>  (Street) <u>BOSTON MA 02116</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) <input checked="" type="checkbox"/> Other (specify below) See General Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2008</u>	
	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	12/10/2008		J <sup>(1)</sup>		669,274	D	(15)	0	I	See Footnote 2 <sup>(2)</sup>
Common Stock	12/10/2008		J <sup>(3)</sup>		136,818	A	(15)	136,818	I	See Footnote 4 <sup>(4)</sup>
Common Stock	12/10/2008		J <sup>(5)</sup>		136,818	D	(15)	0	I	See Footnote 6 <sup>(6)</sup>
Common Stock	12/10/2008		J <sup>(7)</sup>		1,260	A	(15)	47,164	D	
Common Stock	12/10/2008		J <sup>(8)</sup>		665,419	D	(15)	0	I	See Footnote 9 <sup>(9)</sup>
Common Stock	12/10/2008		J <sup>(10)</sup>		130,629	A	(15)	130,629	I	See Footnote 11 <sup>(11)</sup>
Common Stock	12/10/2008		J <sup>(12)</sup>		130,629	D	(15)	0	I	See Footnote 13 <sup>(13)</sup>
Common Stock	12/10/2008		J <sup>(14)</sup>		1,306	A	(15)	48,470	D	

**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					

1. Name and Address of Reporting Person* <u>TA ASSOCIATES INC</u>  (Last) (First) (Middle) <u>JOHN HANCOCK TOWER</u> <u>200 CLARENDON ST, 56TH FLOOR</u>  (Street)		
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BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TA ADVENT VIII LP](#)

(Last) (First) (Middle)

JOHN HANCOCK TOWER  
200 CLARENDON ST, 56TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TA ASSOCIATES VIII LLC](#)

(Last) (First) (Middle)

JOHN HANCOCK TOWER  
200 CLARENDON ST, 56TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TA / ATLANTIC & PACIFIC IV LP](#)

(Last) (First) (Middle)

JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TA ASSOCIATES AP IV LP](#)

(Last) (First) (Middle)

JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR

(Street)

BOSTON MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

1. TA/Advent VIII L.P. distributed 669,274 shares pro rata for no consideration to the partners of TA/Advent VIII L.P. in a transaction exempt under Rule 16a-9(a).
2. These securities were owned solely by TA/Advent VIII L.P. TA Associates, Inc. is the Manager of TA Associates VIII LLC, which is the General Partner of TA/Advent VIII L.P. Each of TA Associates, Inc. and TA Associates VIII LLC may be deemed to have a beneficial interest in shares held by TA/Advent VIII L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares.
3. TA Associates VIII LLC is the General Partner and a Limited Partner of TA/Advent VIII L.P. and received 136,818 shares from TA/Advent VIII L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
4. These securities are owned solely by TA Associates VIII LLC. TA Associates, Inc. is the Manager of TA Associates VIII LLC, which is the General Partner of TA/Advent VIII L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates VIII LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 1,260 shares.
5. TA Associates VIII LLC distributed 136,818 shares pro rata for no consideration to the partners of TA Associates VIII LLC in a transaction exempt under Rule 16a-9(a).
6. These securities were owned solely by TA Associates VIII LLC. TA Associates, Inc. is the Manager of TA Associates VIII LLC, which is the General Partner of TA/Advent VIII L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates VIII LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in such shares.
7. TA Associates, Inc. is the General Partner of TA Associates VIII LLC and received 1,260 shares from TA Associates VIII LLC in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
8. TA/Atlantic and Pacific IV L.P. distributed 665,419 shares pro rata for no consideration to the partners of TA/Atlantic and Pacific IV L.P. in a transaction exempt under Rule 16a-9(a).
9. These securities were owned solely by TA/Atlantic and Pacific IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P. Each of TA Associates, Inc. and TA Associates AP IV L.P. may be deemed to have a beneficial interest in shares held by TA/Atlantic and Pacific IV L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares.
10. TA Associates AP IV L.P. is the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P. and received 130,629 shares from TA/Atlantic and Pacific IV L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
11. These securities are owned solely by TA Associates AP IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates AP IV L.P. and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 1,306 shares.
12. TA Associates AP IV L.P. distributed 130,629 shares pro rata for no consideration to the partners of TA Associates AP IV L.P. in a transaction exempt under Rule 16a-9(a).

13. These securities were owned solely by TA Associates AP IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner and a Limited Partner of TA/Atlantic and Pacific IV L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates AP IV L.P. and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in such shares.

14. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P. and received 1,306 shares from TA Associates AP IV L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).

15. Not Applicable

**Remarks:**

The Reporting Persons have a representative on the Issuer's board of directors. P. Andrews McLane currently serves as the Reporting Persons' representative on the board of directors and, as such, the Reporting Persons are deemed directors of the issuer. Due to the limit of joint filers that can be included on one form, TA Associates, Inc., TA IX L.P., TA Subordinated Debt Fund L.P., TA/Advent VIII L.P., TA/Atlantic and Pacific IV L.P., TA Strategic Partners Fund A L.P., TA Strategic Partners Fund B L.P., and TA Investors LLC have filed three forms simultaneously, which relate to the same securities of the issuer.

<u>TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer</u>	<u>12/11/2008</u>
<u>TA/Advent VIII L.P., By TA Associates VIII LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer</u>	<u>12/11/2008</u>
<u>TA Associates VIII LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer</u>	<u>12/11/2008</u>
<u>TA/Atlantic and Pacific IV L.P., By TA Associates AP IV L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer</u>	<u>12/11/2008</u>
<u>TA Associates AP IV L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer</u>	<u>12/11/2008</u>

\*\* 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.**