

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

| OMB APPROVAL                                 |           |
|--|-----------|
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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*<br><u>TA INVESTORS LLC</u><br><br>(Last) (First) (Middle)<br><u>125 HIGH STREET</u><br><u>SUITE 2500</u><br><br>(Street)<br><u>BOSTON MA 02110</u><br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br><u>12/17/2003</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>TEMPUR PEDIC INTERNATIONAL INC [ TPX ]</u>  |   |
|   |  | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4)  | 2. Date Exercisable and Expiration Date (Month/Day/Year) |                   | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|-------------------|---|----------------------------|--|--|---|
|   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |  |  |   |
| <u>Series A Convertible Preferred Stock</u> | <u>12/17/2003</u>  | <u>(2)</u>        | <u>Class B-1 Voting Common Stock</u>  | <u>1,508.7</u>             | <u>(1)</u>   | <u>D</u>   |   |
| <u>Warrants to Purchase</u>                 | <u>12/17/2003</u>  | <u>11/01/2012</u> | <u>Class B-1 Voting Common Stock</u>  | <u>116.51</u>              | <u>0.01</u>  | <u>D</u>   |   |

**Explanation of Responses:**

- 1. Converts 1-for-1.
- 2. These securities are preferred stock of the Issuer and do not have an expiration date.

TA Investors LLC 12/17/2003  
By: TA Associates, Inc., its 12/17/2003  
Manager  
By: Thomas P. Alber, Chief 12/17/2003  
Financial Officer

\*\* 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 5 (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.