

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>MASTO CHRISTOPHER A</u> (Last) (First) (Middle) <u>C/O FRIEDMAN FLEISCHER & LOWE</u> <u>ONE MARITIME PLAZA, 10TH FLOOR</u> (Street) <u>SAN FRANCISCO CA 94111</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/24/2005		J ⁽¹⁾		101,414	A	\$0 ⁽²⁾	101,414	D	
Common Stock								12,600,460	I	See Footnote ⁽³⁾
Common Stock								227,943	I	See Footnote ⁽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:

- Friedman Fleischer & Lowe GP, LLC, a member of a group that owned more than 10% of Tempur-Pedic International Inc., in the aggregate, distributed 862,183 shares pro rata for no consideration to the members of Friedman Fleischer & Lowe GP, LLC. Mr. Masto is Managing Member of Friedman Fleischer & Lowe GP, LLC.
- Not Applicable
- These shares are held by Friedman Fleischer & Lowe Capital Partners, LP. Friedman Fleischer & Lowe Capital Partners, LP is controlled by Friedman Fleischer & Lowe GP, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP, LLC, and may be deemed to beneficially own the shares of Common Stock owned by Friedman Fleischer & Lowe Capital Partners, LP. The reporting person disclaims beneficial ownership of any shares in which it does not have a pecuniary interest.
- The shares are held by FFL Executive Partners, LP. FFL Executive Partners, LP is controlled by Friedman Fleischer & Lowe GP, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP, LLC, and may be deemed to beneficially own the shares of Common Stock owned by FFL Executive Partners, LP. The reporting person disclaims beneficial ownership of any shares in which it does not have a pecuniary interest.

/s/Christopher A. Masto 03/28/2005

** 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.