

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)	

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 ⁽¹⁾		2,655,725	D	(15)	0	I	See Footnote 2 ⁽²⁾
Common Stock	12/10/2008		J ⁽³⁾		665,356	A	(15)	665,356	I	See Footnote 4 ⁽⁴⁾
Common Stock	12/10/2008		J ⁽⁵⁾		665,356	D	(15)	0	I	See Footnote 6 ⁽⁶⁾
Common Stock	12/10/2008		J ⁽⁷⁾		6,653	A	(15)	45,343	D	
Common Stock	12/10/2008		J ⁽⁸⁾		259,610	D	(15)	0	I	See Footnote 9 ⁽⁹⁾
Common Stock	12/10/2008		J ⁽¹⁰⁾		56,076	A	(15)	56,076	I	See Footnote 11 ⁽¹¹⁾
Common Stock	12/10/2008		J ⁽¹²⁾		56,076	D	(15)	0	I	See Footnote 13 ⁽¹³⁾
Common Stock	12/10/2008		J ⁽¹⁴⁾		561	A	(15)	45,904	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 IX 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 IX 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 SUBORDINATED DEBT FUND 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 SDF LLC](#)

(Last) (First) (Middle)

JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

1. TA IX L.P. distributed 2,655,725 shares pro rata for no consideration to the partners of TA IX L.P. in a transaction exempt under Rule 16a-9(a).
2. These securities were owned solely by TA IX L.P. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner and a Limited Partner of TA IX L.P. Each of TA Associates, Inc. and TA Associates IX LLC may be deemed to have a beneficial interest in shares held by TA IX L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares.
3. TA Associates IX LLC is the General Partner and a Limited Partner of TA IX L.P. and received 665,356 shares from TA IX 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 IX LLC. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner and a Limited Partner of TA IX L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates IX LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 6,653 shares.
5. TA Associates IX LLC distributed 665,356 shares pro rata for no consideration to the partners of TA Associates IX LLC in a transaction exempt under Rule 16a-9(a).
6. These securities were owned solely by TA Associates IX LLC. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner of TA IX L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates IX 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 Manager of TA Associates IX LLC and received 6,653 shares from TA Associates IX LLC in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
8. TA Subordinated Debt Fund L.P. distributed 259,610 shares pro rata for no consideration to the partners of TA Subordinated Debt Fund L.P. in a transaction exempt under Rule 16a-9(a).
9. These securities were owned solely by TA Subordinated Debt Fund L.P. TA Associates, Inc. is the Manager of TA Associates SDF LLC, which is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. Each of TA Associates, Inc. and TA Associates SDF LLC may be deemed to have a beneficial interest in shares held by TA Subordinated Debt Fund L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares.
10. TA Associates SDF LLC is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. and received 56,076 shares from TA Subordinated Debt Fund 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 SDF LLC. TA Associates, Inc. is the Manager of TA Associates SDF LLC, which is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates SDF LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 561 shares.
12. TA Associates SDF LLC distributed 56,076 shares pro rata for no consideration to the partners of TA Associates SDF LLC in a transaction exempt under Rule 16a-9(a).

13. These securities are owned solely by TA Associates SDF LLC. TA Associates, Inc. is the Manager of TA Associates SDF LLC, which is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates SDF LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in such shares.

14. TA Associates, Inc. is the Manager of TA Associates SDF LLC and received 561 shares from TA Associates SDF LLC 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 IX L.P., By TA Associates IX 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 IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer</u>	<u>12/11/2008</u>
<u>TA Subordinated Debt Fund L.P., By TA Associates SDF 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 SDF LLC, By TA Associates, Inc., Its Manager, 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.