

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* TA ASSOCIATES INC (Last) (First) (Middle) 125 HIGH STREET SUITE 2500 (Street) BOSTON MA 02110 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol TEMPUR PEDIC INTERNATIONAL INC [TPX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/23/2003	
	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 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			
Class B-1 Voting Common	12/23/2003	12/23/2003	c ⁽¹⁾		99,458.01	A	(1)	99,458.01	I ⁽⁵⁾⁽⁶⁾	See Footnotes 5 & 6
Common Stock	12/23/2003	12/23/2003	s		9,510,429 ⁽²⁾⁽³⁾	D	\$13.09	42,705,024 ⁽²⁾⁽³⁾	I ⁽⁵⁾⁽⁶⁾	See Footnotes 5 & 6

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						Title
Series A Convertible Preferred	(1)	12/23/2003	12/23/2003	C		93,513.6		(4)	(4)	B-1 Voting Common Stock	93,513.6	\$33,077,300	0	I ⁽⁵⁾⁽⁶⁾	See Footnotes 5 & 6 ⁽⁵⁾⁽⁶⁾
Warrants to Purchase	\$0.01	12/23/2003	12/23/2003	C		5,944.41		(4)	(4)	B-1 Voting Common Stock	0.01	\$35,000,000	0	I ⁽⁵⁾⁽⁶⁾	See Footnotes 5 & 6 ⁽⁵⁾⁽⁶⁾

Explanation of Responses:

- Converts 1-for-1.
- After the conversion of the Series A Preferred Stock, and the net exercise of the warrants, on December 23, 2003, the Company renamed its Class B-1 Voting Common Stock as Common Stock.
- On December 23, 2003, the Common Stock of Tempur-Pedic International Inc. split 525-for-1 in the form of a stock dividend of 524 shares for each outstanding share. This resulted in the acquisition of an additional 52,115,995 shares of Common Stock.
- Not applicable.
- The reporting person may be deemed to have an indirect pecuniary interest as the General Partner of TA Associates AP IV L.P., TA Associates SPF L.P. and as the Manager of TA Associates IX LLC, TA Associates VIII LLC, TA Associates SDF LLC and TA Investors LLC. The reporting person disclaims beneficial ownership of such shares because the reporting person's indirect pecuniary interest is subject to indeterminable future events.
- The reporting person is the indirect beneficial owner of the following shares of Common Stock: (i) 25,949,982 shares owned by TA IX L.P.; (ii) 6,440,662 shares owned by TA/Advent VIII L.P.; (iii) 6,487,506 shares owned by TA/Atlantic and Pacific IV L.P.; (iv) 531,313 shares owned by TA Strategic Partners Fund A L.P.; (v) 95,363 shares owned by TA Strategic Partners Fund B L.P.; (vi) 2,502,369 shares owned by TA Subordinated Debt Fund L.P. and (vii) 697,829 shares owned by TA Investors LLC. TA Associates IX LLC is the General Partner of TA IX L.P. TA Associates VIII LLC is the General partner of TA/Advent VIII L.P. TA Associates SDF LLC is the General Partner of TA Subordinated Debt Fund L.P. TA Associates AP IV L.P. is the General Partner of TA/Atlantic and Pacific IV L.P. TA Associates SPF L.P. is the General Partner of TA Strategic Partners Fund A L.P. and TA Strategic Partners Fund B L.P.

TA Associates, Inc. 12/26/2003

By: Thomas P. Alber, Chief 12/26/2003
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 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.

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