

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>TA ASSOCIATES INC</u> (Last) (First) (Middle) <u>125 HIGH STREET</u> <u>SUITE 2500</u> (Street) <u>BOSTON MA 02110</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) 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>03/29/2005</u>	
		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								26,802,851	I	See Footnotes 1 & 2 ⁽¹⁾⁽²⁾
Common Stock	03/29/2005		J ⁽³⁾		115,885	D	(5)	0	I	See Footnotes 1 & 2 ⁽¹⁾⁽²⁾
Common Stock	03/29/2005		J ⁽⁴⁾		12,091	D	(5)	443,536	I	See Footnotes 1 & 2 ⁽¹⁾⁽²⁾
Common Stock								14,552	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)		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)					

Explanation of Responses:

- The reporting person may be deemed to have an indirect pecuniary interest as the General Partner of TA Associates AP IV L.P., and 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) 16,481,744 shares owned by TA IX L.P.; (ii) 4,082,749 shares owned by TA/Advent VIII L.P.; (iii) 4,120,445 shares owned by TA/Atlantic and Pacific IV L.P.; (iv) 427,543 shares owned by TA Strategic Partners Fund A L.P.; (v) 76,737 shares owned by TA Strategic Partners Fund B L.P.; (vi) 1,613,633 shares owned by TA Subordinated Debt Fund L.P.; and (vii) 443,536 shares owned by TA Investors LLC.
- On 3/29/05 TA Associates IX LLC distributed 105,683 shares for no consideration to the partners of TA Associates IX LLC. TA Associates VIII LLC distributed 2,188 shares for no consideration to the partners of TA Associates VIII LLC. TA Associates SDF LLC received distributed 8,014 shares for no consideration to the partners of TA Associates SDF LLC.
- TA Investors LLC, a member of a group which owns more than 10% of Tempur-Pedic International, Inc. in the aggregate, distributed 12,091 shares for no consideration to the partners of TA Investors LLC.
- Not Applicable

Remarks:

Member of a filing group which owns more than 10% in the aggregate.

TA Associates, Inc. 03/31/2005

By: Thomas P. Alber, Chief 03/31/2005
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.

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.