

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
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1. Name and Address of Reporting Person* <u>BARBER JEFFREY S</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) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2007</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	02/21/2007		J ⁽¹⁾		18,207	A	(2)	25,621	D	
Common Stock	02/21/2007		J ⁽³⁾		75,000	D	(2)	87,160	I	See Footnote 3 ⁽³⁾
Common Stock	02/21/2007		J ⁽³⁾		4,955	A	(2)	30,576	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					
Stock Option (right to buy)	\$19.03							(4)	10/23/2016	Common Stock	14,700	14,700	D	

Explanation of Responses:

- TA IX L.P. distributed 3,250,000 shares of which TA Associates IX LLC received 848,140 shares. TA Associates IX LLC then distributed 14,379 shares to the reporting person. TA/Atlantic and Pacific IV L.P. distributed 825,000 shares of which TA Associates AP IV L.P. received 168,910 shares. TA Associates AP IV distributed 2,666 shares to the reporting person. TA Subordinated Debt Fund L.P. distributed 325,000 shares of which TA Associates SDF LLC received 70,200 shares. TA Associates SDF LLC distributed 1,162 shares to the reporting person.
- Not Applicable
- The reporting person may be deemed to have an indirect pecuniary interest as a Member of TA Investors LLC in 87,160 shares of Common Stock. The reporting person disclaims beneficial ownership of all such securities, except to the extent of 5,757 shares as to which he has a pecuniary interest. On 2/21/07 TA Investors LLC distributed 4,955 shares to the reporting person.
- Fifty percent of this option vested on the grant date, October 23, 2006, twenty-five percent will vest on January 31, 2007 and twenty-five percent will vest on April 30, 2007.

Jeffrey S. Barber 02/21/2007
By: Thomas P. Alber, 02/21/2007
Attorney-in-Fact
 ** 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.