

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>MCLANE P ANDREWS</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>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 <sup>(1)</sup>		47,927	A	(11)	387,509	D	
Common Stock	12/10/2008		J <sup>(2)</sup>		2,449	A	(11)	389,958	D	
Common Stock	12/10/2008		J <sup>(3)</sup>		10,019	A	(11)	399,977	D	
Common Stock	12/10/2008		J <sup>(4)</sup>		6,997	A	(11)	406,974	D	
Common Stock	12/10/2008		J <sup>(5)</sup>		87,160	D	(11)	0	I	See Footnote 5 <sup>(5)</sup>
Common Stock	12/10/2008		J <sup>(5)</sup>		25,086	A	(11)	432,060	D	
Common Stock	12/10/2008		J <sup>(6)</sup>		32,856	A	(11)	235,022	I	See Footnote 10 <sup>(10)</sup>
Common Stock	12/10/2008		J <sup>(7)</sup>		3,317	A	(11)	238,339	I	See Footnote 10 <sup>(10)</sup>
Common Stock	12/10/2008		J <sup>(8)</sup>		6,732	A	(11)	245,071	I	See Footnote 10 <sup>(10)</sup>
Common Stock	12/10/2008		J <sup>(9)</sup>		9,872	A	(11)	254,943	I	See Footnote 10 <sup>(10)</sup>

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							(12)	10/23/2016	Common Stock	14,700	14,700	D	
Stock Option (right to buy)	\$26.85							(13)	06/18/2017	Common Stock	14,700	29,400	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)	\$11.28							(14)	05/06/2018	Common Stock	22,200	51,600	D	

**Explanation of Responses:**

- TA IX L.P. distributed 2,655,725 shares to its partners of which TA Associates IX LLC received 665,356 shares. TA Associates IX LLC then distributed 47,927 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- TA Subordinated Debt Fund L.P. distributed 259,610 shares to its partners of which TA Associates SDF LLC received 56,076 shares. TA Associates SDF LLC then distributed 2,449 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- TA/Advent VIII L.P. distributed 669,274 shares to its partners of which TA Associates VIII LLC received 136,818 shares. TA Associates VIII LLC then distributed 10,019 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- TA/Atlantic and Pacific IV L.P. distributed 665,419 shares to its partners of which TA Associates AP IV L.P. received 130,629 shares. TA Associates AP IV LLC then distributed 6,997 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- 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 shares except to the extent of 25,086 shares to which he has a pecuniary interest. On December 10, 2008 TA Investors LLC distributed 25,086 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- TA IX L.P. distributed 2,655,725 shares to its partners of which TA Associates IX LLC received 665,356 shares. TA Associates IX LLC then distributed 32,856 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- TA Subordinated Debt Fund L.P. distributed 259,610 shares to its partners of which TA Associates SDF LLC received 56,076 shares. TA Associates SDF LLC then distributed 3,317 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- TA/Advent VIII L.P. distributed 669,274 shares to its partners of which TA Associates VIII LLC received 136,818 shares. TA Associates VIII LLC then distributed 6,732 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- TA/Atlantic and Pacific IV L.P. distributed 665,419 shares to its partners of which TA Associates AP IV L.P. received 130,629 shares. TA Associates AP IV LLC then distributed 9,872 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- The reporting person's spouse is the trustee of 10 trusts for the benefit of the reporting person's children and grandchildren.
- Not Applicable
- Fifty percent of this option vested on the grant date, October 23, 2006, twenty-five percent vested on January 31, 2007 and twenty-five percent vested on April 30, 2007.
- Twenty-five percent vested on July 31, 2007, twenty-five percent vested on October 31, 2007, twenty-five percent vested on January 31, 2008 and twenty-five percent vested on April 30, 2008.
- Twenty-five percent vested on July 31, 2008, twenty-five percent vested on October 31, 2008, twenty five percent will vest on January 31, 2009, and twenty five percent will vest on April 30, 2009.

P. Andrews McLane 12/11/2008

By: Thomas P. Alber,  
Attorney-in-Fact 12/11/2008

\*\* 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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