

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>FRIEDMAN FLEISCHER &amp; LOWE CAPITAL PARTNERS LP</u>  (Last) (First) (Middle) <u>C/O FRIEDMAN FLEISCHER &amp; LOWE ONE MARITIME PLAZA, 10TH FLOOR</u>  (Street) <u>SAN FRANCISCO CA 94111</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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/25/2005</u>	
	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 <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	04/25/2005		J <sup>(1)</sup>		6,875,620	D	(3)	5,724,840	D <sup>(4)</sup>	
Common Stock	04/25/2005		J <sup>(2)</sup>		124,380	D	(3)	103,563	D <sup>(4)</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)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
FRIEDMAN FLEISCHER & LOWE CAPITAL PARTNERS LP  
 (Last) (First) (Middle)  
C/O FRIEDMAN FLEISCHER & LOWE ONE MARITIME PLAZA, 10TH FLOOR  
 (Street)  
SAN FRANCISCO CA 94111  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
FFL EXECUTIVE PARTNERS LP  
 (Last) (First) (Middle)  
C/O FRIEDMAN FLEISCHER & LOWE ONE MARITIME PLAZA, 10TH FLOOR  
 (Street)  
SAN FRANCISCO CA 94111  
 (City) (State) (Zip)

Explanation of Responses:

1. Friedman Fleischer & Lowe Capital Partners, LP, a member of a group that owned more than 10% of Tempur-Pedic International Inc., in the aggregate, distributed 6,875,620 shares pro rata for no consideration to the partners of Friedman Fleischer & Lowe Capital Partners, LP. Pursuant to the fund's partnership agreement, certain partners of Friedman Fleischer & Lowe Capital Partners, LP elected to have their pro rata portion, a total of 2,122,186 shares, sold on their behalf. These shares have been transferred to Friedman Fleischer & Lowe, LLC, who will act as nominee for these partners and will sell the shares on their behalf. The proceeds from these sales will be delivered to the partners of Friedman Fleischer & Lowe Capital Partners, LP who made this election.

2. FFL Executive Partners, LP, a member of a group that owned more than 10% of Tempur-Pedic International Inc., in the aggregate, distributed 124,380 shares pro rata for no consideration to the partners of FFL Executive Partners, LP. Pursuant to the fund's partnership agreement, certain partners of FFL Executive Partners, LP elected to have their pro rata portion, a total of 18,940 shares, sold on their behalf. These shares have been transferred to Friedman Fleischer & Lowe, LLC, who will act as nominee for these partners and will sell the shares on their behalf. The proceeds from these sales will be delivered to the partners of FFL Executive Partners, LP who made this election.

3. Not Applicable

4. See "Notes to Footnote 4" in Exhibit 99.2.

**Remarks:**

(1) Mr. Masto is Managing Member of Friedman Fleischer & Lowe GP, LLC, General Partner of Friedman Fleischer & Lowe Capital Partners, LP.

[/s/ Christopher A. Masto \(see general remarks \(1\)\)](#)      [04/27/2005](#)

\*\* 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.**

JOINT FILER INFORMATION

This statement on Form 4 is filed by Friedman Fleischer & Lowe Capital Partners, LP and FFL Executive Partners, LP.

Name: FFL Executive Partners, LP  
Address: c/o Friedman Fleischer & Lowe  
One Maritime Plaza, 10th Floor  
San Francisco, CA 94111  
Designated Filer: Friedman Fleischer & Lowe Capital Partners, LP  
Issuer & Ticker Symbol: Tempur-Pedic International Inc. [TPX]  
Date of Earliest Transaction Required to be Reported: April 25, 2005

FFL EXECUTIVE PARTNERS, LP

By: /s/ Christopher A. Masto

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Name: Christopher A. Masto  
Title: Managing Member  
Friedman Fleischer & Lowe GP, LLC

## Notes to Footnote 4:

The shares of Common Stock ("Common Stock") described in this Form 4 are held by Friedman Fleischer & Lowe Capital Partners, LP and FFL Executive Partners, LP (collectively, the "Friedman Fleischer & Lowe Funds") in the amounts set forth below. An allocation of shares is listed below for each transaction described herein. The Friedman Fleischer & Lowe Funds are each controlled by Friedman Fleischer & Lowe GP, LLC, their general partner. Accordingly, Friedman Fleischer & Lowe Capital Partners, LP and FFL Executive Partners, LP may be deemed to beneficially own each other's shares of Common Stock. The reporting persons disclaim beneficial ownership of any shares in which they do not have a pecuniary interest.

Holder	Shares of Common Stock Distributed, 4/25/05	Shares of Common Stock Directly Owned Following Distribution
Friedman Fleischer & Lowe Capital Partners, LP	6,875,620	5,724,840
FFL Executive Partners, LP	124,380	103,563