

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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* FRIEDMAN FLEISCHER & LOWE GP LLC	2. Date of Event Requiring Statement (Month/Day/Year) 12/17/2003	3. Issuer Name and Ticker or Trading Symbol TEMPUR PEDIC INTERNATIONAL INC [TPX]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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
(Last) (First) (Middle) C/O FRIEDMAN FLEISCHER & LOWE ONE MARITIME PLAZA, 10TH FLOOR			
(Street) SAN FRANCISCO CA 94111			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
---------------------------------	---	--	---

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Pref. Stock, \$0.01 par value per share	12/17/2003	(1)	Class B-1 Voting Common Stock	47,839.63 ⁽²⁾	(3)	I	by Friedman Fleischer & Lowe Capital Partners, LP ⁽²⁾
Series A Convertible Pref. Stock, \$0.01 par value per share	12/17/2003	(1)	Class B-1 Voting Common Stock	865.42 ⁽²⁾	(3)	I	by FFL Executive Partners, LP ⁽²⁾

Explanation of Responses:

1. These securities are preferred stock of the Issuer and do not have an expiration date.

2. The reporting person is the general partner of the limited partnerships that own the reported securities. These limited partnerships have previously filed Form 3s reflecting their beneficial ownership of the reported securities. The reporting person disclaims beneficial ownership of any shares in which it does not have a pecuniary interest.

3. 1-for-1

/s/ Christopher A. Masto

02/23/2004

** 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 5 (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.