

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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 & LOWE GP LLC</u> (Last) (First) (Middle) <u>C/O FRIEDMAN FLEISCHER & LOWE</u> <u>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 [TPX]</u>	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>12/23/2003</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			
Class B-1 Voting Common Stock	12/23/2003		C		47,839.63 ⁽¹⁾	A	(6)	47,839.63 ⁽¹⁾	I	See footnote ⁽²⁾
Class B-1 Voting Common Stock	12/23/2003		C		865.42 ⁽¹⁾	A	(6)	865.42 ⁽¹⁾	I	See footnote ⁽³⁾
Common Stock ⁽⁴⁾	12/23/2003		S		4,574,549 ⁽⁴⁾	D	\$13.09	20,541,256.75 ⁽⁴⁾	I	See footnote ⁽²⁾
Common Stock ⁽⁴⁾	12/23/2003		S		82,753 ⁽⁴⁾	D	\$13.09	371,592.5 ⁽⁴⁾	I	See footnote ⁽³⁾

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	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(6)	12/23/2003		C		47,839.63 ⁽¹⁾	(5)	(5)	(5)	Class B-1 Voting Common Stock	47,839.63 ⁽¹⁾	\$1,000	0	I	See footnote ⁽²⁾
Series A Convertible Preferred Stock	(6)	12/23/2003		C		865.42 ⁽¹⁾	(5)	(5)	(5)	Class B-1 Voting Common Stock	865.42 ⁽¹⁾	\$1,000	0	I	See footnote ⁽³⁾

Explanation of Responses:

- The share information listed for these securities is reported as of the time of the reported transaction and does not give effect to a 525-for-1 stock split which occurred after the reported transaction and is described below at Footnote 4.
- By Friedman Fleischer & Lowe Capital Partners, LP. The reporting person is the general partner of the limited partnership which owns the reported shares and disclaims beneficial ownership of any shares in which it does not have a pecuniary interest. This limited partnership has previously reported these transactions on a Form 4.
- By FFL Executive Partners, LP. The reporting person is the general partner of the limited partnership which owns the reported shares and disclaims beneficial ownership of any shares in which it does not have a pecuniary interest. This limited partnership has previously reported these transactions on a Form 4.
- On December 23, 2003, the Issuer renamed its Class B-1 Voting Common Stock as Common Stock, and the Common Stock split 525-for-1 in the form of a stock dividend of 524 shares for each outstanding share. This stock split resulted in Friedman Fleischer & Lowe Capital Partners, LP's acquisition of an additional 25,067,966.12 shares of Common Stock and FFL Executive Partners, LP's acquisition of an additional 453,480.08 shares of Common Stock.
- These securities are Series A Convertible Preferred Stock of the Issuer. As such, they are convertible at any time and do not have an expiration date.
- 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 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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