

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                                 |           |
|--|-----------|
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|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><u>MASTO CHRISTOPHER A</u><br><br>(Last) (First) (Middle)<br><u>C/O FRIEDMAN FLEISCHER &amp; LOWE</u><br><u>ONE MARITIME PLAZA, 10TH FLOOR</u><br><br>(Street)<br><u>SAN FRANCISCO CA 94111</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TEMPUR PEDIC INTERNATIONAL INC</u><br>[ TPX ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>04/25/2005</u>                           |  |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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          | (2)   | 5,724,840   | I  | See Footnote <sup>(3)</sup>                           |
| Common Stock                    | 04/25/2005                           |  | J <sup>(4)</sup>               |   | 124,380   | D          | (2)   | 103,563   | I  | See Footnote <sup>(5)</sup>                           |
| Common Stock                    | 04/25/2005                           |  | J <sup>(6)</sup>               |   | 177,533   | A          | (2)   | 278,947   | 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 |   |  |  |   |  |

Explanation of Responses:

- 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.
- Not Applicable
- These shares are held by Friedman Fleischer & Lowe Capital Partners, LP. Friedman Fleischer & Lowe Capital Partners, LP is controlled by Friedman Fleischer & Lowe GP, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP, LLC, and may be deemed to beneficially own the shares of Common Stock owned by Friedman Fleischer & Lowe Capital Partners, LP. The reporting person disclaims beneficial ownership of any shares in which it does not have a pecuniary interest.
- 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.
- The shares are held by FFL Executive Partners, LP. FFL Executive Partners, LP is controlled by Friedman Fleischer & Lowe GP, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP, LLC, and may be deemed to beneficially own the shares of Common Stock owned by FFL Executive Partners, LP. The reporting person disclaims beneficial ownership of any shares in which it does not have a pecuniary interest.
- Friedman Fleischer & Lowe GP, LLC, a member of a group that owns more than 10% of Tempur-Pedic International Inc., in the aggregate, distributed 1,509,298 shares pro rata for no consideration to the members of Friedman Fleischer & Lowe GP, LLC. The reporting person is Managing Member of Friedman Fleischer & Lowe GP, LLC.

/s/ Christopher A. Masto 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.