

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MASTO CHRISTOPHER A</u>  (Last) (First) (Middle) <u>C/O FRIEDMAN FLEISCHER &amp; LOWE</u> <u>ONE MARITIME PLAZA, 22ND 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)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/20/2008</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	03/20/2008		P		15,994	A	\$12.2	3,805,269	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		1,798	A	\$12.225	3,807,067	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		8,423	A	\$12.23	3,815,490	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		1,798	A	\$12.24	3,817,288	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		5,394	A	\$12.25	3,822,682	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		94	A	\$12.265	3,822,776	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		1,135	A	\$12.27	3,823,911	I	3,823,911 <sup>(1)</sup>
Common Stock	03/20/2008		P		1,135	A	\$12.275	3,825,046	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		7,098	A	\$12.28	3,832,144	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		473	A	\$12.29	3,832,617	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		88,774	A	\$12.3	3,921,391	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		4,732	A	\$12.43	3,926,123	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		1,041	A	\$12.44	3,927,164	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		7,761	A	\$12.45	3,934,925	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		7,761	A	\$12.46	3,942,686	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		4,272	A	\$12.51	3,946,958	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		4,449	A	\$12.52	3,951,407	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		10,789	A	\$12.53	3,962,196	I	See Footnote <sup>(1)</sup>

**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	03/20/2008		P		4,449	A	\$12.54	3,966,645	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		17,414	A	\$12.55	3,984,059	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		2,231	A	\$12.56	3,986,290	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		94	A	\$12.565	39,863,984	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		6,192	A	\$12.57	3,992,576	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		189	A	\$12.575	3,992,765	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		8,518	A	\$12.58	4,001,283	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		189	A	\$12.59	4,001,472	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		3,312	A	\$12.6	4,004,784	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		1,041	A	\$12.61	4,005,825	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		1,798	A	\$12.62	4,007,623	I	See Footnote <sup>(1)</sup>
Common Stock	03/20/2008		P		568	A	\$12.63	4,008,191	I	See Footnote <sup>(1)</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					

**Explanation of Responses:**

1. These shares are held by Friedman Fleischer & Lowe Capital Partners II, LP. Friedman Fleischer & Lowe Capital Partners II, LP is controlled by Friedman Fleischer & Lowe GP II, LP, its general partner, which is controlled by Friedman Fleischer & Lowe GP II, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP II, LLC, and may be deemed to beneficially own the shares of Common Stock owned by Friedman Fleischer & Lowe Capital Partners II, LP. The reporting person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

**Remarks:**

/s/ Christopher A. Masto                      03/21/2008

\*\* 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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