

TEMPUR PEDIC INTERNATIONAL INC  
 Form 4  
 September 13, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 TA ASSOCIATES SDF LLC

2. Issuer Name and Ticker or Trading Symbol  
 TEMPUR PEDIC INTERNATIONAL INC [TPX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 125 HIGH STREET, SUITE 2500  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/13/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 See General Remarks

BOSTON, MA 02110

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 09/13/2006                           |  | J(2)                           |   | 300,000   | D  | (3) 627,175                       |
| Common Stock                    | 09/13/2006                           |  | J(2)                           |   | 64,800  | A  | (3) 64,800                        |
| Common Stock                    | 09/13/2006                           |  | J(2)                           |   | 64,800  | D  | (3) 0                             |

See Footnote 1 (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                     |
|--|---------------|-----------|---------|---------------------|
|  | Director      | 10% Owner | Officer | Other               |
| TA ASSOCIATES SDF LLC<br>125 HIGH STREET<br>SUITE 2500<br>BOSTON, MA 02110 |               |           |         | See General Remarks |

## Signatures

|   |            |
|---|------------|
| TA Associates SDF LLC                         | 09/13/2006 |
| <u>        </u> Signature of Reporting Person | Date       |
| By: TA Associates, Inc., its Manager          | 09/13/2006 |
| <u>        </u> Signature of Reporting Person | Date       |
| By: Thomas P. Alber, Chief Financial Officer  | 09/13/2006 |
| <u>        </u> Signature of Reporting Person | Date       |

## Explanation of Responses:

- \* 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).
- The reporting person may be deemed to have a pecuniary interest as the General Partner of the TA Subordinated Debt Fund L.P. The
- (1) reporting person disclaims beneficial ownership of such shares because the reporting person's indirect pecuniary interest is subject to indeterminable future events.
  - (2) TA Subordinated Debt Fund L.P., a member of a group that owns more than 10% of Tempur-Pedic International, Inc. in the aggregate, distributed 300,000 shares for no consideration to the partners of TA Subordinated Debt Fund L.P. As the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P., TA Associates SDF LLC received 64,800 shares. TA Associates SDF LLC then distributed

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64,800 shares for no consideration to the partners of TA Associates SDF LLC.

(3) Not Applicable

### **Remarks:**

Member of a filing group which owns more than 10% in the aggregate.

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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