

TEMPUR PEDIC INTERNATIONAL INC  
 Form 4  
 February 21, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**BARBER JEFFREY S**

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)  
**JOHN HANCOCK TOWER, 200 CLARENDON ST. 56TH FLOOR**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/21/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**BOSTON, MA 02116**

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	02/21/2007		J <sup>(1)</sup>		18,207	A	25,621	D
Common Stock	02/21/2007		J <sup>(3)</sup>		75,000	D	87,160	I
Common Stock	02/21/2007		J <sup>(3)</sup>		4,955	A	30,576	D

See Footnote 3 (3)

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**

SEC 1474 (9-02)

required to respond unless the form 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 or Value of Derivative Security (Instr. 3)
Stock Option (right to buy)	\$ 19.03					(4) 10/23/2016	Common Stock 14,700	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARBER JEFFREY S JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116	X			

## Signatures

Jeffrey S. Barber 02/21/2007  
 \*\*Signature of Reporting Person Date

By: Thomas P. Alber, 02/21/2007  
 Attorney-in-Fact Date  
 \*\*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).
- (1) TA IX L.P. distributed 3,250,000 shares of which TA Associates IX LLC received 848,140 shares. TA Associates IX LLC then distributed 14,379 shares to the reporting person. TA/Atlantic and Pacific IV L.P. distributed 825,000 shares of which TA Associates AP IV L.P. received 168,910 shares. TA Associates AP IV distributed 2,666 shares to the reporting person. TA Subordinated Debt Fund L.P. distributed 325,000 shares of which TA Associates SDF LLC received 70,200 shares. TA Associates SDF LLC distributed 1,162 shares

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to the reporting person.

(2) Not Applicable

The reporting person may be deemed to have an indirect pecuniary interest as a Member of TA Investors LLC in 87,160 shares of

(3) Common Stock. The reporting person disclaims beneficial ownership of all such securities, except to the extent of 5,757 shares as to which he has a pecuniary interest. On 2/21/07 TA Investors LLC distributed 4,955 shares to the reporting person.

(4) Fifty percent of this option vested on the grant date, October 23, 2006, twenty-five percent will vest on January 31, 2007 and twenty-five percent will vest on April 30, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.