

TEMPUR PEDIC INTERNATIONAL INC
 Form 4
 March 21, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
MASTO CHRISTOPHER A

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2008

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

C/O FRIEDMAN FLEISCHER & LOWE, ONE MARITIME PLAZA, 22ND FLOOR

(Street)

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

SAN FRANCISCO, CA 94111

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/20/2008		P	113	A \$ 11.775	109,010	I See footnote (1)
Common Stock	03/20/2008		P	424	A \$ 11.78	109,434	I See footnote (1)
Common Stock	03/20/2008		P	4	A \$ 11.785	109,438	I See footnote (1)

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Common Stock	03/20/2008	P	450	A	\$ 11.79	109,888	I	See footnote (1)
Common Stock	03/20/2008	P	11	A	\$ 11.795	109,899	I	See footnote (1)
Common Stock	03/20/2008	P	827	A	\$ 11.8	110,726	I	See footnote (1)
Common Stock	03/20/2008	P	4	A	\$ 11.81	110,730	I	See footnote (1)
Common Stock	03/20/2008	P	35	A	\$ 11.815	110,765	I	See footnote (1)
Common Stock	03/20/2008	P	50	A	\$ 11.82	110,815	I	See footnote (1)
Common Stock	03/20/2008	P	249	A	\$ 11.83	111,064	I	See footnote (1)
Common Stock	03/20/2008	P	14	A	\$ 11.835	111,078	I	See footnote (1)
Common Stock	03/20/2008	P	746	A	\$ 11.84	111,824	I	See footnote (1)
Common Stock	03/20/2008	P	32	A	\$ 11.845	111,856	I	See footnote (1)
Common Stock	03/20/2008	P	1,504	A	\$ 11.85	113,360	I	See footnote (1)
Common Stock	03/20/2008	P	113	A	\$ 11.86	113,473	I	See footnote (1)
Common Stock	03/20/2008	P	11	A	\$ 11.87	113,484	I	See footnote (1)
Common Stock	03/20/2008	P	213	A	\$ 11.88	113,697	I	See footnote (1)
Common Stock	03/20/2008	P	7	A	\$ 11.885	113,704	I	See footnote

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									(1)
Common Stock	03/20/2008	P	541	A	\$ 11.89	114,245	I		See footnote (1)
Common Stock	03/20/2008	P	7	A	\$ 11.895	114,252	I		See footnote (1)
Common Stock	03/20/2008	P	28	A	\$ 11.897	114,280	I		See footnote (1)
Common Stock	03/20/2008	P	1,409	A	\$ 11.9	115,689	I		See footnote (1)
Common Stock	03/20/2008	P	265	A	\$ 11.91	115,954	I		See footnote (1)
Common Stock	03/20/2008	P	142	A	\$ 11.92	116,096	I		See footnote (1)
Common Stock	03/20/2008	P	4	A	\$ 11.93	116,100	I		See footnote (1)
Common Stock	03/20/2008	P	571	A	\$ 11.94	116,671	I		See footnote (1)
Common Stock	03/20/2008	P	4	A	\$ 11.942	116,675	I		See footnote (1)
Common Stock	03/20/2008	P	11	A	\$ 11.945	116,686	I		See footnote (1)
Common Stock	03/20/2008	P	53	A	\$ 11.9475	116,739	I		See footnote (1)
Common Stock	03/20/2008	P	914	A	\$ 11.95	117,653	I		See footnote (1)

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

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for MASTO CHRISTOPHER A with relationship X.

Signatures

/s/ Christopher A. Masto 03/21/2008
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) The shares are held by FFL Parallel Fund II, LP. FFL Parallel Fund 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 FFL Parallel Fund II, LP. The reporting person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

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