

TEMPUR PEDIC INTERNATIONAL INC  
 Form 4  
 December 18, 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 INC

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)  
 12/14/2006

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

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)
				(A) or (D) Price			
Common Stock					26,244	D	
Common Stock	12/14/2006		S	662,000 D \$ 20.5417	9,802,387	I	See Footnotes 1 & 2 <sup>(1)</sup> <sub>(2)</sub>
Common Stock	12/15/2006		S	48,200 D \$ 20.257	9,754,187	I	See Footnotes 1 & 2 <sup>(1)</sup> <sub>(2)</sub>



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The reporting person is the indirect beneficial owner of the following shares of Common Stock: (i) 5,905,725 shares owned by TA IX L.P.; (ii) 1,469,274 shares owned by TA/Advent VIII L.P.; (iii) 1,490,419 shares owned by TA/Atlantic and Pacific IV L.P.; (iv) 119,951 shares owned by TA Strategic Partners Fund A L.P.; (v) 22,048 shares owned by TA Strategic Partners Fund B L.P.; (vi) 584,610 shares owned by TA Subordinated Debt Fund L.P.; and (vii) 162,160 shares owned by TA Investors LLC.

### **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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