#### TEMPUR PEDIC INTERNATIONAL INC

Form 4

March 21, 2008

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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

1(b).

Form 5

obligations

may continue.

See Instruction

(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]

3. Date of Earliest Transaction

(Month/Day/Year) 03/20/2008

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

10% Owner Other (specify

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

(First)

(Middle)

(Zip)

C/O FRIEDMAN FLEISCHER & LOWE, ONE MARITIME PLAZA,

22ND FLOOR

(City)

(Last)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_\_ Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I Non Derivative Securities Acquired Disposed of or Peneficially Owned

#### SAN FRANCISCO, CA 94111

(State)

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y 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. Securit DID Dispos (Instr. 3, 4	ed of (	` ′	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)
Common Stock	03/20/2008		P	4	A	\$ 11.952	117,657	I	See Footnote (1)
Common Stock	03/20/2008		P	28	A	\$ 11.955	117,685	I	See Footnote (1)
Common Stock	03/20/2008		P	195	A	\$ 11.96	117,880	I	See Footnote (1)

Common Stock	03/20/2008	P	400	A	\$ 11.97	118,280	I	See Footnote
Common Stock	03/20/2008	P	358	A	\$ 11.98	118,638	I	See Footnote
Common Stock	03/20/2008	P	18	A	\$ 11.982	118,656	I	See Footnote (1)
Common Stock	03/20/2008	P	18	A	\$ 11.985	118,674	I	See Footnote (1)
Common Stock	03/20/2008	P	930	A	\$ 11.99	119,604	I	See Footnote (1)
Common Stock	03/20/2008	P	14	A	\$ 11.995	119,618	I	See Footnote
Common Stock	03/20/2008	P	4	A	\$ 11.9975	119,622	I	See Footnote
Common Stock	03/20/2008	P	4	A	\$ 11.998	119,626	I	See Footnote
Common Stock	03/20/2008	P	15,929	A	\$ 12	135,555	I	See Footnote (1)
Common Stock	03/20/2008	P	14	A	\$ 12.025	135,569	I	See Footnote
Common Stock	03/20/2008	P	81	A	\$ 12.03	135,650	I	See Footnote (1)
Common Stock	03/20/2008	P	7	A	\$ 12.035	135,657	I	See Footnote
Common Stock	03/20/2008	P	2,487	A	\$ 12.0375	138,144	I	See Footnote
Common Stock	03/20/2008	P	290	A	\$ 12.04	138,434	I	See Footnote (1)
Common Stock	03/20/2008	P	255	A	\$ 12.045	138,689	I	See Footnote

								(1)
Common Stock	03/20/2008	P	7	A	\$ 12.047	138,696	I	See Footnote
Common Stock	03/20/2008	P	1,952	A	\$ 12.05	140,648	I	See Footnote
Common Stock	03/20/2008	P	4	A	\$ 12.082	140,652	I	See Footnote (1)
Common Stock	03/20/2008	P	11	A	\$ 12.09	140,663	I	See Footnote (1)
Common Stock	03/20/2008	P	64	A	\$ 12.1	140,727	I	See Footnote (1)
Common Stock	03/20/2008	P	35	A	\$ 12.13	140,762	I	See Footnote (1)
Common Stock	03/20/2008	P	4	A	\$ 12.135	140,766	I	See Footnote (1)
Common Stock	03/20/2008	P	50	A	\$ 12.14	140,816	I	See Footnote (1)
Common Stock	03/20/2008	P	634	A	\$ 12.15	141,450	I	See Footnote (1)
Common Stock	03/20/2008	P	35	A	\$ 12.16	141,450	I	See Footnote (1)
Common Stock	03/20/2008	P	347	A	\$ 12.17	141,832	I	See Footnote (1)
Common Stock	03/20/2008	P	4	A	\$ 12.195	141,836	I	See Footnote (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 displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	nd	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amount of	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyii	ng	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	S	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 a	and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
						Date	Expiration	or Title Nu	ımber		
						Exercisable	Date	of			
				Code V	(A) (D)				ares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MASTO CHRISTOPHER A C/O FRIEDMAN FLEISCHER & LOWE ONE MARITIME PLAZA, 22ND FLOOR SAN FRANCISCO, CA 94111

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).

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.

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.

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