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TEMPUR PEDIC INTERNATIONAL INC

Form 4

December 11, 2008

FORM 4

Check this box

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

OMB Number:

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response...

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Last)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * MCLANE P ANDREWS

2. Issuer Name and Ticker or Trading

Symbol

TEMPUR PEDIC

3. Date of Earliest Transaction

(Month/Day/Year)

12/10/2008

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

INTERNATIONAL INC [TPX]

_X__ Director

10% Owner _ Other (specify Officer (give title

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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

(First)

BOSTON, MA 02116

(Street)

(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Stock	12/10/2008		<u>J(1)</u>	47,927	A	(11)	387,509	D	
Common Stock	12/10/2008		J <u>(2)</u>	2,449	A	(11)	389,958	D	
Common Stock	12/10/2008		<u>J(3)</u>	10,019	A	<u>(11)</u>	399,977	D	
Common Stock	12/10/2008		J <u>(4)</u>	6,997	A	<u>(11)</u>	406,974	D	
Common	12/10/2008		J <u>(5)</u>	87,160	D	<u>(11)</u>	0	I	See

Footnote 5

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Common Stock	12/10/2008	<u>J(5)</u>	25,086	A	(11)	432,060	D	
Common Stock	12/10/2008	<u>J(6)</u>	32,856	A	(11)	235,022	I	See Footnote 10 (10)
Common Stock	12/10/2008	J <u>(7)</u>	3,317	A	(11)	238,339	I	See Footnote 10 (10)
Common Stock	12/10/2008	J <u>(8)</u>	6,732	A	(11)	245,071	I	See Footnote 10 (10)
Common Stock	12/10/2008	J <u>(9)</u>	9,872	A	(11)	254,943	I	See Footnote 10 (10)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.								

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SEC 1474 (9-02)

> 8. Price Deriva Securit (Instr.

(5)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 19.03					<u>(12)</u>	10/23/2016	Common Stock	14,700
Stock Option (right to buy)	\$ 26.85					(13)	06/18/2017	Common Stock	14,700

Stock Option (right to

buy)

\$ 11.28

(14)

05/06/2018

Common 22,200

Stock

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

MCLANE P ANDREWS JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116

X

Signatures

P. Andrews McLane

12/11/2008

**Signature of Reporting Person

**Signature of Reporting Person

Date

By: Thomas P. Alber,

12/11/2008

Attorney-in-Fact

**

Date

Explanation of Responses:

transaction exempt under Rule 16a-9(a).

- 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).
- TA IX L.P. distributed 2,655,725 shares to its partners of which TA Associates IX LLC received 665,356 shares. TA Associates IX LLC then distributed 47,927 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule **(1)** 16a-9(a).
 - TA Subordinated Debt Fund L.P. distributed 259,610 shares to its partners of which TA Associates SDF LLC received 56,076 shares.
- **(2)** TA Associates SDF LLC then distributed 2,449 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
 - TA/Advent VIII L.P. distributed 669,274 shares to its partners of which TA Associates VIII LLC received 136,818 shares. TA
- Associates VIII LLC then distributed 10,019 shares to the reporting person in a pro rata distribution for no consideration in a transaction **(3)** exempt under Rule 16a-9(a).
- TA/Atlantic and Pacific IV L.P. distributed 665,419 shares to its partners of which TA Associates AP IV L.P. received 130,629 shares.
- **(4)** TA Associates AP IV LLC then distributed 6,997 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- The reporting person may be deemed to have an indirect pecuniary interest as a Member of TA Investors LLC in 87,160 shares of Common Stock. The reporting person disclaims beneficial ownership of all such shares except to the extent of 25,086 shares to which he **(5)** has a pecuniary interest. On December 10, 2008 TA Investors LLC distributed 25,086 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- TA IX L.P. distributed 2,655,725 shares to its partners of which TA Associates IX LLC received 665,356 shares. TA Associates IX LLC then distributed 32,856 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- TA Subordinated Debt Fund L.P. distributed 259,610 shares to its partners of which TA Associates SDF LLC received 56,076 shares. TA Associates SDF LLC then distributed 3,317 shares to the reporting person in a pro rata distribution for no consideration in a
- TA/Advent VIII L.P. distributed 669,274 shares to its partners of which TA Associates VIII LLC received 136,818 shares. TA Associates VIII LLC then distributed 6,732 shares to the reporting person in a pro rata distribution for no consideration in a transaction

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exempt under Rule 16a-9(a).

- TA/Atlantic and Pacific IV L.P. distributed 665,419 shares to its partners of which TA Associates AP IV L.P. received 130,629 shares.
- (9) TA Associates AP IV LLC then distributed 9,872 shares to the reporting person in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (10) The reporting person's spouse is the trustee of 10 trusts for the benefit of the reporting person's children and grandchildren.
- (11) Not Applicable
- (12) Fifty percent of this option vested on the grant date, October 23, 2006, twenty-five percent vested on January 31, 2007 and twenty-five percent vested on April 30, 2007.
- (13) Twenty-five percent vested on July 31, 2007, twenty-five percent vested on October 31, 2007, twenty-five percent vested on January 31, 2008 and twenty-five percent vested on April 30, 2008.
- Twenty-five percent vested on July 31, 2008, twenty-five percent vested on October 31, 2008, twenty five percent will vest on January 31, 2009, and twenty five percent will vest on April 30, 2009.

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.