

TEMPUR PEDIC INTERNATIONAL INC

Form 4

September 14, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

125 HIGH STREET, SUITE 2500

(Street)

BOSTON, MA 02110

(City)

(State)

(Zip)

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

09/13/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock	09/13/2006		J ⁽¹⁾	16,245 A <u>(2)</u>	25,394	D	
Common Stock	09/13/2006		J ⁽³⁾	80,000 D <u>(2)</u>	173,967	I	See Footnote 3 <u>(3)</u>
Common Stock	09/13/2006		J ⁽³⁾	5,285 D <u>(2)</u>	30,679	D	

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

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SEC 1474
(9-02)

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARBER JEFFREY S 125 HIGH STREET SUITE 2500 BOSTON, MA 02110	X

Signatures

Jeffrey S. Barber 09/14/2006
 __Signature of Reporting Person Date
 By: Thomas P. Alber, 09/14/2006
 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).

TA IX L.P. distributed 3,100,000 shares of which TA Associates IX LLC received 802,110 shares. TA Associates IX LLC then distributed 12,855 shares to the reporting person. TA Atlantic and Pacific IV L.P. distributed 760,000 shares of which TA Associates AP IV L.P. received 154,238 shares. TA Associates AP IV distributed 2,355 shares to the reporting person. TA Subordinated Debt Fund L.P. distributed 300,000 shares of which TA Associates SDF LLC received 64,800 shares. TA Associates SDF LLC distributed 1,035 shares 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 173,967 shares of Common Stock. The reporting person disclaims beneficial ownership of all such securities, except to the extent of 11,492 shares as to which he has a pecuniary interest. On 9/13/06 TA Investors LLC distributed 5,285 shares to the reporting person.

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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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