

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
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 *
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)

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

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

SAN FRANCISCO, CA 94111

☒ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/20/2008		P		2	A	\$ 11.952	60,302	I	See Footnote (1)
Common Stock	03/20/2008		P		15	A	\$ 11.955	60,317	I	See Footnote (1)
Common Stock	03/20/2008		P		100	A	\$ 11.96	60,417	I	See Footnote (1)

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Common Stock	03/20/2008	P	205	A	\$ 11.97	60,622	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	183	A	\$ 11.98	60,805	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	9	A	\$ 11.982	60,814	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	9	A	\$ 11.985	60,823	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	477	A	\$ 11.99	61,300	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	7	A	\$ 11.995	61,307	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	2	A	\$ 11.9975	61,309	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	2	A	\$ 11.998	61,311	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	8,165	A	\$ 12	69,476	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	7	A	\$ 12.025	69,483	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	42	A	\$ 12.03	69,525	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	4	A	\$ 12.035	69,529	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	1,275	A	\$ 12.0375	70,804	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	149	A	\$ 12.04	70,953	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	131	A	\$ 12.045	71,084	I	See Footnote

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Common Stock	03/20/2008	P	4	A	\$ 12.047	71,088	I	<u>(1)</u> See Footnote
Common Stock	03/20/2008	P	1,004	A	\$ 12.05	72,092	I	<u>(1)</u> See Footnote
Common Stock	03/20/2008	P	2	A	\$ 12.082	72,094	I	<u>(1)</u> See Footnote
Common Stock	03/20/2008	P	5	A	\$ 12.09	72,099	I	<u>(1)</u> See Footnote
Common Stock	03/20/2008	P	33	A	\$ 12.1	72,132	I	<u>(1)</u> See Footnote
Common Stock	03/20/2008	P	18	A	\$ 12.13	72,150	I	<u>(1)</u> See Footnote
Common Stock	03/20/2008	P	2	A	\$ 12.135	72,152	I	<u>(1)</u> See Footnote
Common Stock	03/20/2008	P	25	A	\$ 12.14	72,177	I	<u>(1)</u> See Footnote
Common Stock	03/20/2008	P	325	A	\$ 12.15	72,502	I	<u>(1)</u> See Footnote
Common Stock	03/20/2008	P	18	A	\$ 12.16	72,520	I	<u>(1)</u> See Footnote
Common Stock	03/20/2008	P	178	A	\$ 12.17	72,698	I	<u>(1)</u> See Footnote
Common Stock	03/20/2008	P	2	A	\$ 12.195	72,700	I	<u>(1)</u> See Footnote

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

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(9-02)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

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 Executive Partners II, LP. FFL Executive Partners 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

- (1) Managing Member of Friedman Fleischer & Lowe GP II, LLC, and may be deemed to beneficially own the shares of Common Stock owned by FFL Executive Partners 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.

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