

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>FRIEDMAN FLEISCHER & LOWE CAPITAL PARTNERS LP</u> (Last) (First) (Middle) c/o Friedman Fleischer & Lowe One Maritime Plaza, 10th Floor (Street) San Francisco CA 94111 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/17/2003	3. Issuer Name and Ticker or Trading Symbol <u>TEMPUR PEDIC INTERNATIONAL INC [TPX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See footnote (1)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock, \$0.01 par value per sh	12/17/2003	(2)	Class B-1 Voting Common Stock	47,839.63 ⁽³⁾	(4)	D ⁽³⁾	
Series A Convertible Preferred Stock, \$0.01 par value per sh	12/17/2003	(2)	Class B-1 Voting Common Stock	865.42 ⁽³⁾	(4)	D ⁽³⁾	

1. Name and Address of Reporting Person* <u>FRIEDMAN FLEISCHER & LOWE CAPITAL PARTNERS LP</u> (Last) (First) (Middle) c/o Friedman Fleischer & Lowe One Maritime Plaza, 10th Floor (Street) San Francisco CA 94111 (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>FEL EXECUTIVE PARTNERS LP</u> (Last) (First) (Middle) (Street) (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>FRIEDMAN TULLY M</u> (Last) (First) (Middle) (Street) (City) (State) (Zip)
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1. Name and Address of Reporting Person*

MASTO CHRISTOPHER A

(Last) (First) (Middle)

C/O FREIDMAN FLEISCHER & LOWE

ONE MARITIME PLZ 10TH PLZ

(Street)

SAN FRANCISCO CA

94111

(City)

(State)

(Zip)

Explanation of Responses:

2. These securities are preferred stock of the Issuer and do not have an expiration date.
3. See "Notes to Footnote 3" in Exhibit 99.2.
4. 1-for-1

Remarks:

(1) This Form 3 is also being filed on behalf of each of Tully M. Friedman and Christopher A. Masto, each of whom is a director of the Issuer. (5) Mr. Masto is Managing Member of Friedman Fleischer & Lowe GP, LLC, General Partner of Friedman Fleischer & Lowe Capital Partners, LP.

/s/ Christopher A. Masto (5) 12/17/2003

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

JOINT FILER INFORMATION

This statement on Form 3 is filed by Friedman Fleischer & Lowe Capital Partners, LP, FFL Executive Partners, LP, Tully M. Friedman and Christopher A. Masto.

Name: FFL Executive Partners, LP
Address: c/o Friedman Fleischer & Lowe
One Maritime Plaza, 10th Floor
San Francisco, CA 94111
Designated Filer: Friedman Fleischer & Lowe Capital Partners, LP
Issuer & Ticker Symbol: Tempur-Pedic International Inc. [TPX]
Date of Event Requiring Statement: December 17, 2003

FFL EXECUTIVE PARTNERS, LP
By: /s/ Christopher A. Masto
Name: Christopher A. Masto
Title: Managing Member, Friedman Fleischer & Lowe GP, LLC
General Partner
FFL Executive Partners, LLP

Name: Tully M. Friedman
Address: c/o Friedman Fleischer & Lowe
One Maritime Plaza, 10th Floor
San Francisco, CA 94111
Designated Filer: Friedman Fleischer & Lowe Capital Partners, LP
Issuer & Ticker Symbol: Tempur-Pedic International Inc. [TPX]
Date of Event Requiring Statement: December 17, 2003

/s/ Tully M. Friedman
Tully M. Friedman

Name: Christopher A. Masto
Address: c/o Friedman Fleischer & Lowe
One Maritime Plaza, 10th Floor
San Francisco, CA 94111
Designated Filer: Friedman Fleischer & Lowe Capital Partners, LP
Issuer & Ticker Symbol: Tempur-Pedic International Inc. [TPX]
Date of Event Requiring Statement: December 17, 2003

/s/ Christopher A. Masto
Christopher A. Masto

Notes to Footnote 3:

The shares of Series A Convertible Preferred Stock (the "Series A Preferred Stock") are held by Friedman Fleischer & Lowe Capital Partners, LP and FFL Executive Partners, LP (collectively, the "Friedman Fleischer & Lowe Funds") in the amounts set forth below. The Friedman Fleischer & Lowe Funds are each controlled by Friedman Fleischer & Lowe GP, LLC, their general partner. Accordingly, Friedman Fleischer & Lowe Capital Partners, LP a

nd FFL Executive

Partners, LP may be deemed to beneficially own each other's shares of Series A Preferred Stock. Tully M. Friedman and Christopher A. Masto are, respectively, Senior Managing Member and Managing Member of Friedman Fleischer & Lowe GP, LLC, and may be deemed to beneficially own the shares of Series A Preferred Stock owned by the Friedman Fleischer & Lowe Funds. Each share of Series A Preferred Stock is convertible into shares of Class B-1 Voting Common Stock on a one-for-one basis. The reporting persons disclaim beneficial ownership of any shares in which they do not have a pecuniary interest.

Holder	&n	Stock Directly Held
bsp; Shares of Series A Preferred		
Friedman Fleischer & Lowe Capital Partners, LP		47,839.63
FFL Executive Partners, LP		865.42

POWER OF ATTORNEY

(Section 16 Filings)

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Robert B. Trussell, Jr., Dale E. Williams and William H. Poche, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Tempur-Pedic International Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and \

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17 day of December, 2003.

Signature: /s/ Tully M. Friedman

Print Name: Tully M. Friedman
