

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>TA ASSOCIATES INC</u> <hr/> (Last) (First) (Middle) <u>JOHN HANCOCK TOWER</u> <u>200 CLARENDON ST, 56TH FLOOR</u> <hr/> (Street) <u>BOSTON MA 02116</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR PEDIC INTERNATIONAL INC</u> [ TPX ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See General Remarks
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	12/10/2008		J <sup>(1)</sup>		87,160	D	(5)	0	I	See Footnote 2 <sup>(2)</sup>
Common Stock								52,372	I	See Footnote 3 <sup>(3)</sup>
Common Stock								9,627	I	See Footnote 4 <sup>(4)</sup>

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
TA ASSOCIATES INC  


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 (Last) (First) (Middle)  
JOHN HANCOCK TOWER  
200 CLARENDON ST, 56TH FLOOR  


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 (Street)  
BOSTON MA 02116  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
TA INVESTORS LLC  


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 (Last) (First) (Middle)  
JOHN HANCOCK TOWER  
200 CLARENDON ST, 56TH FLOOR  


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 (Street)  
BOSTON MA 02116  


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 (City) (State) (Zip)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TA ASSOCIATES STRATEGIC PARTNERS  
FUND A LP](#)

(Last) (First) (Middle)

JOHN HANCOCK TOWER  
200 CLARENDON ST 56TH FLOOR

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TA ASSOCIATES STRATEGIC PARTNERS  
FUND B LP](#)

(Last) (First) (Middle)

JOHN HANCOCK TOWER  
200 CLARENDON ST 56TH FLOOR

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[TA ASSOCIATES SPF LP](#)

(Last) (First) (Middle)

JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR

(Street)  
BOSTON MA 02116

(City) (State) (Zip)

**Explanation of Responses:**

1. TA Investors LLC distributed 87,160 shares pro rata for no consideration to the partners of TA Investors LLC in a transaction exempt under Rule 16a-9(a).
2. These securities were owned solely by TA Investors LLC. TA Associates, Inc. is the Manager of TA Investors LLC. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Investors LLC and disclaims beneficial ownership of such shares.
3. These securities are owned solely by TA Strategic Partners Fund A L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund A L.P. Each of TA Associates, Inc. and TA Associates SPF L.P. may be deemed to have a beneficial interest in shares held by TA Strategic Partners Fund A L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
4. These securities are owned solely by TA Strategic Partners Fund B L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund B L.P. Each of TA Associates, Inc. and TA Associates SPF L.P. may be deemed to have a beneficial interest in shares held by TA Strategic Partners Fund B L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
5. Not Applicable

**Remarks:**

The Reporting Persons have a representative on the Issuer's board of directors. P. Andrews McLane currently serves as the Reporting Persons' representative on the board of directors and, as such, the Reporting Persons are deemed directors of the issuer. Due to the limit of joint filers that can be included on one form, TA Associates, Inc., TA IX L.P., TA Subordinated Debt Fund L.P., TA/Advent VIII L.P., TA/Atlantic and Pacific IV L.P., TA Strategic Partners Fund A L.P., TA Strategic Partners Fund B L.P., and TA Investors LLC have filed three forms simultaneously, which relate to the same securities of the issuer.

[TA Associates, Inc., By  
Thomas P. Alber, Chief  
Financial Officer](#) [12/11/2008](#)

[TA Investors LLC, By TA  
Associates, Inc., its Manager,  
By Thomas P. Alber, Chief  
Financial Officer](#) [12/11/2008](#)

[TA Strategic Partners Fund A  
L.P., By TA Associates SPF  
L.P., Its General Partner, By  
TA Associates, Inc., Its  
General Partner, By Thomas P.  
Alber, Chief Financial Officer](#) [12/11/2008](#)

[TA Strategic Partners Fund B  
L.P., By TA Associates SPF  
L.P., Its General Partner, By  
TA Associates, Inc., Its](#) [12/11/2008](#)

General Partner, By Thomas P. Alber, Chief Financial Officer  
TA Associates SPF L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer      12/11/2008

\*\* 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 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).

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.**