

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>MASTO CHRISTOPHER A</u> (Last) (First) (Middle) <u>C/O FRIEDMAN FLEISCHER & LOWE</u> <u>ONE MARITIME PLAZA, 22ND FLOOR</u> (Street) <u>SAN FRANCISCO CA 94111</u> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/14/2011</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	02/14/2011		S		200,527	D	\$47.8829 ⁽¹⁾	1,695,504	I	See Footnote ⁽²⁾
Common Stock	02/14/2011		S		7,506	D	\$47.8829 ⁽¹⁾	63,464	I	See Footnote ⁽³⁾
Common Stock	02/14/2011		S		3,847	D	\$47.8829 ⁽¹⁾	32,531	I	See Footnote ⁽⁴⁾
Common Stock	02/14/2011		S		15,377	D	\$47.5265 ⁽⁵⁾	1,680,127	I	See Footnote ⁽²⁾
Common Stock	02/14/2011		S		576	D	\$47.5265 ⁽⁵⁾	62,888	I	See Footnote ⁽³⁾
Common Stock	02/14/2011		S		295	D	\$47.5265 ⁽⁵⁾	32,236	I	See Footnote ⁽⁴⁾
Common Stock	02/14/2011		S		5,730	D	\$47.8569 ⁽¹⁾	101,507	I	By trust ⁽⁶⁾
Common Stock	02/15/2011		S		244,546	D	\$46.96 ⁽⁷⁾	1,435,581	I	See Footnote ⁽²⁾
Common Stock	02/15/2011		S		9,154	D	\$46.96 ⁽⁷⁾	53,734	I	See Footnote ⁽³⁾
Common Stock	02/15/2011		S		4,692	D	\$46.96 ⁽⁷⁾	27,544	I	See Footnote ⁽⁴⁾
Common Stock	02/15/2011		S		6,500	D	\$46.9616 ⁽⁷⁾	95,007	I	By trust ⁽⁶⁾
Common Stock	02/16/2011		S		415,644	D	\$46.9321 ⁽⁸⁾	1,019,937	I	See Footnote ⁽²⁾
Common Stock	02/16/2011		S		15,558	D	\$46.9321 ⁽⁸⁾	38,176	I	See Footnote ⁽³⁾
Common Stock	02/16/2011		S		7,975	D	\$46.9321 ⁽⁸⁾	19,569	I	See Footnote ⁽⁴⁾
Common Stock	02/16/2011		S		11,000	D	\$46.9338 ⁽⁸⁾	84,007	I	By trust ⁽⁶⁾

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 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)
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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 (Instr. 3)	2. Conversion Date (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V Transaction Code (Instr. 8)	(A) Num(D) of Derivative Securities Acquired (Instr. 3, 4 and 5)	(D) Date Exercisable and Expiration Date (Month/Day/Year)	Title of 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)
<p>1. This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$47.50 to \$47.56. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.</p> <p>2. The shares were sold by Friedman Fleischer & Lowe Capital Partners II, L.P. This fund is controlled by Friedman Fleischer & Lowe GP II, LP, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP II, LLC, and may be deemed to beneficially own the shares of Common Stock owned by Friedman Fleischer & Lowe Capital Partners II, L.P. The reporting person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.</p> <p>3. The shares were sold by FFL Parallel Fund II, L.P. This fund 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 Managing Member of Friedman Fleischer & Lowe GP II, LLC, and may be deemed to beneficially own the shares of Common Stock owned by FFL Parallel Fund II, L.P. The reporting person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.</p> <p>4. The shares were sold by FFL Executive Partners II, L.P. This fund 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 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, L.P. The reporting person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.</p> <p>5. This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$47.50 to \$47.56. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.</p> <p>6. The shares are held in a revocable trust for the benefit of the reporting person's minor children.</p> <p>7. This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$46.70 to \$47.67. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.</p> <p>8. This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$46.76 to \$47.265. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.</p>											

Remarks:

/s/ Christopher A. Masto 02/16/2011
 ** 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.