

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>TA ASSOCIATES INC</u> (Last) (First) (Middle) <u>125 HIGH STREET</u> <u>SUITE 2500</u> (Street) <u>BOSTON MA 02110</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/17/2003</u>	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) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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)
---------------------------------	---	--	---

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				
<u>Series A Convertible Preferred Stock</u>	<u>12/17/2003</u>	<u>(4)</u>	<u>Class B-1 Voting Common Stock</u>	<u>93,513.6</u>	<u>(3)</u>	<u>I⁽¹⁾⁽²⁾</u>
<u>Warrants to Purchase</u>	<u>12/17/2003</u>	<u>11/01/2012</u>	<u>Class B-1 Voting Common Stock</u>	<u>5,944.41</u>	<u>0.01</u>	<u>I⁽¹⁾⁽²⁾</u>

Explanation of Responses:

- The reporting person may be deemed to have an indirect pecuniary interest as the General Partner of TA Associates AP IV L.P., TA Associates SPF L.P. and as the Manager of TA Associates IX LLC, TA Associates VIII LLC, TA Associates SDF LLC and TA Investors LLC. The reporting person disclaims beneficial ownership of such shares because the reporting person's indirect pecuniary interest is subject to indeterminable future events.
- The reporting person is the indirect beneficial owner of the following shares of Class B-1 Voting Common Stock: (i) 60,436.30 shares owned by TA IX L.P.; (ii) 15,000 shares owned by TA/Advent VIII L.P.; (iii) 15,109.10 shares owned by TA/Atlantic and Pacific IV L.P.; (iv) 1,237.40 shares owned by TA Strategic Partners Fund A L.P.; (v) 222.10 shares owned by TA Strategic Partners Fund B L.P.; (vi) 5,827.90 shares owned by TA Subordinated Debt Fund L.P. and (vii) 1,651.21 shares owned by TA Investors LLC. TA Associates IX LLC is the General Partner of TA IX L.P. TA Associates VIII LLC is the General partner of TA/Advent VIII L.P. TA Associates SDF LLC is the General Partner of TA Subordinated Debt Fund L.P. TA Associates AP IV L.P. is the General Partner of TA/Atlantic and Pacific IV L.P. TA Associates SPF L.P. is the General Partner of TA Strategic Partners Fund A L.P. and TA Strategic Partners Fund B L.P.
- Converts 1-for-1.
- These securities are preferred stock of the Issuer and do not have an expiration date.

TA Associates, Inc. 12/17/2003
By: Thomas P. Alber, Chief 12/17/2003
Financial Officer

** 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.