

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

**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

<b>1. Name and Address of Reporting Person*</b> <u>TA INVESTORS LLC</u>  (Last) (First) (Middle) <u>125 HIGH STREET</u> <u>SUITE 2500</u>  (Street) <u>BOSTON MA 02110</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>TEMPUR PEDIC INTERNATIONAL INC [ TPX ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/23/2003</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**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			
Class B-1 Voting Common	12/23/2003	12/23/2003	c <sup>(1)</sup>		1,625.21	A	( <sup>1</sup> )	1,625.21	D	
Common Stock	12/23/2003	12/23/2003	s		155,406 <sup>(2)(3)</sup>	D	\$13.09	697,829 <sup>(2)(3)</sup>	D	

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants to Purchase	( <sup>1</sup> )	12/23/2003	12/23/2003	C			116.51	( <sup>4</sup> )	( <sup>4</sup> )	B-1 Voting Common Stock	116.51	\$0.01	0	D	
Series A Convertible Preferred	( <sup>1</sup> )	12/23/2003	12/23/2003	C			1,508.7	( <sup>4</sup> )	( <sup>4</sup> )	B-1 Voting Common Stock	1,508.7	\$1,508,700	0	D	

**Explanation of Responses:**

- Converts 1-for-1.
- After the conversion of the Series A Preferred Stock, and the net exercise of the warrants, by the reporting person on December 23, 2003, the Company renamed its Class B-1 Voting Common Stock as Common Stock.
- On December 23, 2003, the Common Stock of Tempur-Pedic International Inc. split 525-for-1 in the form of a stock dividend of 524 shares for each outstanding share. This resulted in the acquisition of 851,610 additional shares of Common Stock.
- Not applicable.

TA Investors LLC 12/26/2003  
By: TA Associates, Inc., its 12/26/2003  
Manager  
By: Thomas P. Alber, Chief 12/26/2003  
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 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.