

| OMB APPROVAL                                 |           |
|--|-----------|
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**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

|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>TA ASSOCIATES INC</u><br><br>(Last) (First) (Middle)<br><u>JOHN HANCOCK TOWER</u><br><u>200 CLARENDON ST, 56TH FLOOR</u><br><br>(Street)<br><u>BOSTON MA 02116</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TEMPUR PEDIC INTERNATIONAL INC</u><br>[ TPX ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br>See General Remarks |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/14/2006</u>                           |   |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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     |   |  |   |
| Common Stock                    |                                      |  |                                |   |   |            |           | 26,244  | D  |   |
| Common Stock                    | 12/14/2006                           |  | S                              |   | 662,000   | D          | \$20.5417 | 9,802,387   | I  | See Footnotes 1 & 2 <sup>(1)(2)</sup>                 |
| Common Stock                    | 12/15/2006                           |  | S                              |   | 48,200  | D          | \$20.257  | 9,754,187   | I  | See Footnotes 1 & 2 <sup>(1)(2)</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) |   | 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 |   |  |  |   |  |

**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., and 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 Common Stock: (i) 5,905,725 shares owned by TA IX L.P.; (ii) 1,469,274 shares owned by TA/Advent VIII L.P.; (iii) 1,490,419 shares owned by TA/Atlantic and Pacific IV L.P.; (iv) 119,951 shares owned by TA Strategic Partners Fund A L.P.; (v) 22,048 shares owned by TA Strategic Partners Fund B L.P.; (vi) 584,610 shares owned by TA Subordinated Debt Fund L.P.; and (vii) 162,160 shares owned by TA Investors LLC.

**Remarks:**

Member of a filing group which owns more than 10% in the aggregate.

TA Associates, Inc. 12/18/2006  
By: Thomas P. Alber, Chief  
Financial Officer 12/18/2006

\*\* 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.