

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>MCLANE P ANDREWS</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) <input checked="" type="checkbox"/> Director 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)
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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	Title	Amount or Number of Shares			
<u>Series A Convertible Preferred Stock</u>	<u>12/17/2003</u>	<u>(3)</u>	<u>Class B-1 Voting Common Stock</u>	<u>1,508.7</u>	<u>(2)</u>	<u>I⁽¹⁾</u>	<u>See Footnote 1</u>
<u>Warrants to Purchase</u>	<u>12/17/2003</u>	<u>(3)</u>	<u>Class B-1 Voting Common Stock</u>	<u>116.51</u>	<u>0.01</u>	<u>I⁽¹⁾</u>	<u>See Footnote 1</u>

Explanation of Responses:

- The reporting person may be deemed to have an indirect pecuniary interest as a member of TA Investors LLC in 1,625.21 shares of Class B-1 Voting Common Stock. The reporting person disclaims beneficial ownership of all such securities, except to the extent of 467.552 shares of Class B-1 Voting Common Stock as to which he holds a pecuniary interest.
- Converts 1-for-1.
- These securities are preferred stock of the Issuer and do not have an expiration date.

P. Andrews McLane 12/17/2003
By: Thomas P. Alber, 12/17/2003
Attorney-in-Fact

** 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.