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TEMPUR PEDIC INTERNATIONAL INC Form 4 March 16, 2005 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TA ASSOCIATES IX LLC Issuer Symbol TEMPUR PEDIC (Check all applicable) **INTERNATIONAL INC [TPX]** (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Officer (give title __X__ Other (specify (Month/Day/Year) below) below) 125 HIGH STREET, SUITE 2500 03/14/2005 See General Remarks (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BOSTON, MA 02110 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Ownership (Month/Day/Year) Owned Direct (D) (Instr. 8) Following or Indirect (Instr. 4) Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price See Common **J**(2) 03/14/2005 (3) Ι Footnote 4,400,000 D 16,481,744 Stock 1 (1) Common 03/14/2005 J(2) D 1,142,590 (3) 1,142,590 A Stock Common J(2) 03/14/2005 1,036,907 D (3) 105.683 D Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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displays a currently valid OMB control number.

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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
TA ASSOCIATES IX LLC 125 HIGH STREET SUITE 2500 BOSTON, MA 02110				See General Remarks				
Signatures								
TA Associates IX LLC		03/16/2005						
**Signature of Reporting Person		Date	e					
By: TA Associates, Inc., its Man	03/16/							
<u>**</u> Signature of Reporting Person		Date	e					
By: Thomas P. Alber, Chief Fina Officer	ncial	03/16/						
<u>**</u> Signature of Reporting Person		Date	e					

Explanation of Responses:

- * 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).
- The reporting person may be deemed to have an indirect pecuniary interest as the General Partner of TA IX L.P. The reporting person(1) disclaims benefical ownership of such shares because the reporting person's indirect pecuniary interest is subject to indeterminable future events.
- (2) TA IX L.P., a member of a group that owns more than 10% of Tempur-Pedic International, Inc. in the aggregate, distributed 4,400,000 shares for no consideration to the partners of TA IX L.P. As the General Partner and a Limited Partner of TA IX L.P. TA Associates IX LLC received 1,142,590 shares from the distribution. TA Associates IX LLC distributed 1,036,907 shares for no consideration to the

partners of TA Associates IX LLC.

(3) Not Applicable

Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.