Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

| TEMPUR I Form 4 May 12, 20 | PEDIC INTERNA 05 | ATIONAL | INC | | | | | | | | | |
|--|--|----------|----------------|--|--|----------|---|--|--|---|--|--|
| FORM | ЛЛ | | | | | | | | OMB AP | PROVAL | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | MMISSION | OMB Number: | 3235-0287 | | | | |
| Check t if no lor | laer | | | | | | | | Expires: | January 31, 2005 | | |
| subject to STATEMENT OF CHANGE | | | | | GES IN BENEFICIAL OWNER | | | | Estimated av | imated average | | |
| Section 101 | | | | SECU. | SECURITIES | | | | | burden hours per | | |
| Form 5 | Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, | | | | | | | Act of 1934 | response | 0.5 | | |
| obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section | | | | | | | | | | | | |
| <i>See</i> Instruction 30(h) of the Investment Company Act of 1940 1(b). | | | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | | |
| TA ASSOCIATES SPF LP Symbol TEMP | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) | (First) | (Middle) | 3. Date of | of Earliest 7 | Fransaction | | _ | Director | | Owner | | |
| (Month/125 HIGH STREET, SUITE 250005/10/2 | | | h/Day/Year) be | | | | Officer (give titleX Other (specify below) below) See General Remarks | | | | | |
| | | | - | | | | 6. Individual or Joint/Group Filing(Check | | | | | |
| | | | | | | | Applicable Line) | | | | | |
| DOSTON | MA 02110 | | | | | | _> | K_ Form filed by Or _ Form filed by Mo | | | | |
| DOSTON, | MA 02110 | | | | | | Pe | erson | - | - | | |
| (City) | (State) | (Zip) | Tal | ole I - Non- | Derivative | Securi | ities Acquir | ed, Disposed of, | or Beneficially | y Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Date, if | 3. Transactic Code (Instr. 8) Code V | 4. Securitie orDisposed o (Instr. 3, 4 Amount | f (D) | | 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) | | |
| Common | | | | | | .) | \$ | | | See | | |
| Common Stock | 05/10/2005 | | | S | 107,000 | D | ^ф 20.2658 | 397,280 | Ι | Footnote 1 (1) | | |

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

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 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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | ; | ate | Unde Secur | unt of rlying | 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 | | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|---------|------------------------|--|--|--|--|
| Treporting of their funite (frautoso | Director | 10% Owner | Officer | Other | | | | |
| TA ASSOCIATES SPF LP 125 HIGH STREET SUITE 2500 BOSTON, MA 02110 | | | | See General Remarks | | | | |
| Signatures | | | | | | | | |
| TA Associates SPF L.P. | | 05/12/ | | | | | | |
| **Signature of Reporting Person | | Date | e | | | | | |
| By: TA Associates, Inc., its Gene Partner | eral | 05/12/ | | | | | | |
| **Signature of Reporting Person | | Date | e | | | | | |
| By: Thomas P. Alber, Chief Fina Officer | ancial | 05/12/ | 2005 | | | | | |
| **Signature of Reporting Person | | Date | e | | | | | |
| Explanation of Res | snons | 26. | | | | | | |

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 a pecuniary interest as the General Partner of TA Strategic Partners Fund A L.P. and TA (1) Strategic Partners Fund B L.P. The reporting person disclaims beneficial ownership of such shares because the reporting person's indirect

beneficial ownership is subject to indeterminable future events.

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.