

TEMPUR PEDIC INTERNATIONAL INC

Form 4

March 16, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FRIEDMAN FLEISCHER & LOWE  
GP LLC**

(Last) (First) (Middle)

**C/O FRIEDMAN FLEISCHER &  
LOWE, ONE MARITIME PLAZA,  
10TH FLOOR**

(Street)

**SAN FRANCISCO, CA 94111**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**TEMPUR PEDIC  
INTERNATIONAL INC [TPX]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/14/2005**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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			
Common Stock	03/14/2005		J <sup>(1)</sup>		3,928,925	D	<u>(2)</u>	12,600,460	I	See footnote <u>(3)</u>
Common Stock	03/14/2005		J <sup>(4)</sup>		862,063	A	<u>(2)</u>	862,063	D	
Common Stock	03/14/2005		J <sup>(5)</sup>		71,075	D	<u>(2)</u>	227,943	I	See footnote (6)

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.

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor 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

FRIEDMAN FLEISCHER & LOWE GP LLC  
C/O FRIEDMAN FLEISCHER & LOWE  
ONE MARITIME PLAZA, 10TH FLOOR  
SAN FRANCISCO, CA 94111

X

## Signatures

Christopher A.  
Masto 03/15/2005

\_\_Signature of Date  
Reporting Person

## 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).

(1) Friedman Fleischer & Lowe Capital Partners, LP, a member of a group that owned more than 10% of Tempur-Pedic International Inc., in the aggregate, distributed 3,928,925 shares pro rata for no consideration to the partners of Friedman Fleischer & Lowe Capital Partners, LP. Pursuant to the fund's partnership agreement, certain partners of Friedman Fleischer & Lowe Capital Partners, LP elected to have their pro rata portion, a total of 1,224,406 shares, sold on their behalf. These shares have been transferred to Friedman Fleischer & Lowe, LLC, who will act as nominee for these partners and will sell the shares on their behalf. The proceeds from these sales will be delivered to the partners of Friedman Fleischer & Lowe Capital Partners, LP who made this election.

(2) Not Applicable

(3)

## Edgar Filing: TEMPUR PEDIC INTERNATIONAL INC - Form 4

By Friedman Fleischer & Lowe Capital Partners, LP. The reporting person is the general partner of the limited partnership which owns the reported shares and disclaims beneficial ownership of any shares in which it does not have a pecuniary interest.

- (4) Pro rata distribution from Friedman Fleischer & Lowe Capital Partners, LP and FFL Executive Partners, LP, of which Friedman Fleischer & Lowe GP, LLC is the general partner.

FFL Executive Partners, LP, a member of a group that owned more than 10% of Tempur-Pedic International Inc., in the aggregate, distributed 71,075 shares pro rata for no consideration to the partners of FFL Executive Partners, LP. Pursuant to the fund's partnership agreement, certain partners of FFL Executive Partners, LP elected to have their pro rata portion, a total of 9,020 shares, sold on their behalf. These shares have been transferred to Friedman Fleischer & Lowe, LLC, who will act as nominee for these partners and will sell the shares on their behalf. The proceeds from these sales will be delivered to the partners of FFL Executive Partners, LP who made this election.

- (5) By FFL Executive Partners, LP. The reporting person is the general partner of the limited partnership which owns the reported shares and disclaims beneficial ownership of any shares in which it does not have a pecuniary interest.

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.