

TEMPUR PEDIC INTERNATIONAL INC

Form 4

March 28, 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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MASTO CHRISTOPHER A

(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)  
03/24/2005

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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)
Common Stock	03/24/2005		J <sup>(1)</sup>	Amount 101,414	(A) or (D) A Price \$ 0 (2)	101,414	D
Common Stock					12,600,460	I	See Footnote (3)
Common Stock					227,943	I	See Footnote (4)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
MASTO CHRISTOPHER A C/O FRIEDMAN FLEISCHER & LOWE ONE MARITIME PLAZA, 10TH FLOOR SAN FRANCISCO, CA 94111	X	X		

## Signatures

/s/Christopher A.  
Masto 03/28/2005

\*\*Signature of Reporting Person Date

## 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).

Friedman Fleischer & Lowe GP, LLC, a member of a group that owned more than 10% of Tempur-Pedic International Inc., in the  
(1) aggregate, distributed 862,183 shares pro rata for no consideration to the members of Friedman Fleischer & Lowe GP, LLC. Mr. Masto is Managing Member of Friedman Fleischer & Lowe GP, LLC.

(2) Not Applicable

These shares are held by Friedman Fleischer & Lowe Capital Partners, LP. Friedman Fleischer & Lowe Capital Partners, LP is controlled  
(3) by Friedman Fleischer & Lowe GP, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP, LLC, and may be deemed to beneficially own the shares of Common Stock owned by Friedman Fleischer & Lowe Capital Partners, LP. The reporting person disclaims beneficial ownership of any shares in which it does not have a pecuniary interest.

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- (4) The shares are held by FFL Executive Partners, LP. FFL Executive Partners, LP is controlled by Friedman Fleischer & Lowe GP, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP, LLC, and may be deemed to beneficially own the shares of Common Stock owned by FFL Executive Partners, LP. The reporting person 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.