

TA SUBORDINATED DEBT FUND LP
 Form 4
 December 11, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 TA ASSOCIATES INC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 See General Remarks

JOHN HANCOCK TOWER, 200 CLARENDON ST, 56TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02116

(City) (State) (Zip)

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	12/10/2008		J ⁽¹⁾		2,655,725	D	<u>(15)</u> 0	I	See Footnote 2 ⁽²⁾
Common Stock	12/10/2008		J ⁽³⁾		665,356	A	<u>(15)</u> 665,356	I	See Footnote 4 ⁽⁴⁾
Common Stock	12/10/2008		J ⁽⁵⁾		665,356	D	<u>(15)</u> 0	I	See Footnote 6 ⁽⁶⁾
Common	12/10/2008		J ⁽⁷⁾		6,653	A	<u>(15)</u> 45,343	D	

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Stock									
Common Stock	12/10/2008		J ⁽⁸⁾	259,610	D	(15)	0	I	See Footnote 9 ⁽⁹⁾
Common Stock	12/10/2008		J ⁽¹⁰⁾	56,076	A	(15)	56,076	I	See Footnote 11 ⁽¹¹⁾
Common Stock	12/10/2008		J ⁽¹²⁾	56,076	D	(15)	0	I	See Footnote 13 ⁽¹³⁾
Common Stock	12/10/2008		J ⁽¹⁴⁾	561	A	(15)	45,904	D	

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.

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(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 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 INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116	X			See General Remarks
				See General Remarks

TA IX LP
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

TA ASSOCIATES IX LLC
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

See General Remarks

TA SUBORDINATED DEBT FUND LP
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES SDF LLC
JOHN HANCOCK TOWER
200 CLARENDON ST. 56TH FLOOR
BOSTON, MA 02116

See General Remarks

Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer	12/11/2008
__Signature of Reporting Person	Date
TA IX L.P., By TA Associates IX LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	12/11/2008
__Signature of Reporting Person	Date
TA Associates IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	12/11/2008
__Signature of Reporting Person	Date
TA Subordinated Debt Fund L.P., By TA Associates SDF LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	12/11/2008
__Signature of Reporting Person	Date
TA Associates SDF LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	12/11/2008
__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).
- (1) TA IX L.P. distributed 2,655,725 shares pro rata for no consideration to the partners of TA IX L.P. in a transaction exempt under Rule 16a-9(a).
- (2) These securities were owned solely by TA IX L.P. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner and a Limited Partner of TA IX L.P. Each of TA Associates, Inc. and TA Associates IX LLC may be deemed to have a beneficial interest in shares held by TA IX L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares.
- (3) TA Associates IX LLC is the General Partner and a Limited Partner of TA IX L.P. and received 665,356 shares from TA IX L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (4) These securities are owned solely by TA Associates IX LLC. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner and a Limited Partner of TA IX L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares

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held by TA Associates IX LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 6,653 shares.

- (5) TA Associates IX LLC distributed 665,356 shares pro rata for no consideration to the partners of TA Associates IX LLC in a transaction exempt under Rule 16a-9(a).
- (6) These securities were owned solely by TA Associates IX LLC. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner of TA IX L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates IX LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in such shares.
- (7) TA Associates, Inc. is the Manager of TA Associates IX LLC and received 6,653 shares from TA Associates IX LLC in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (8) TA Subordinated Debt Fund L.P. distributed 259,610 shares pro rata for no consideration to the partners of TA Subordinated Debt Fund L.P. in a transaction exempt under Rule 16a-9(a).
- (9) These securities were owned solely by TA Subordinated Debt Fund L.P. TA Associates, Inc. is the Manager of TA Associates SDF LLC, which is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. Each of TA Associates, Inc. and TA Associates SDF LLC may be deemed to have a beneficial interest in shares held by TA Subordinated Debt Fund L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares.
- (10) TA Associates SDF LLC is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. and received 56,076 shares from TA Subordinated Debt Fund L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (11) These securities are owned solely by TA Associates SDF LLC. TA Associates, Inc. is the Manager of TA Associates SDF LLC, which is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates SDF LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 561 shares.
- (12) TA Associates SDF LLC distributed 56,076 shares pro rata for no consideration to the partners of TA Associates SDF LLC in a transaction exempt under Rule 16a-9(a).
- (13) These securities are owned solely by TA Associates SDF LLC. TA Associates, Inc. is the Manager of TA Associates SDF LLC, which is the General Partner and a Limited Partner of TA Subordinated Debt Fund L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates SDF LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in such shares.
- (14) TA Associates, Inc. is the Manager of TA Associates SDF LLC and received 561 shares from TA Associates SDF LLC in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (15) Not Applicable

Remarks:

The Reporting Persons have a representative on the Issuer's board of directors. P. Andrews McLane currently serves as the Rep

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.