

MASTO CHRISTOPHER A
Form 4
February 16, 2011

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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)

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

C/O FRIEDMAN FLEISCHER &
LOWE, ONE MARITIME PLAZA,
22ND FLOOR

02/14/2011

(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

SAN FRANCISCO, CA 94111

(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)		
				(A) or (D)	Price				
Common Stock	02/14/2011		S	200,527	D	\$ 47.8829	1,695,504	I	See Footnote (2)
Common Stock	02/14/2011		S	7,506	D	\$ 47.8829	63,464	I	See Footnote (3)
Common Stock	02/14/2011		S	3,847	D	\$ 47.8829	32,531	I	See Footnote (4)

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Common Stock	02/14/2011	S	15,377	D	\$ <u>(5)</u>	47.5265	1,680,127	I	See Footnote <u>(2)</u>
Common Stock	02/14/2011	S	576	D	\$ <u>(5)</u>	47.5265	62,888	I	See Footnote <u>(3)</u>
Common Stock	02/14/2011	S	295	D	\$ <u>(5)</u>	47.5265	32,236	I	See Footnote <u>(4)</u>
Common Stock	02/14/2011	S	5,730	D	\$ <u>(1)</u>	47.8569	101,507	I	By trust <u>(6)</u>
Common Stock	02/15/2011	S	244,546	D	\$ <u>(7)</u>	46.96	1,435,581	I	See Footnote <u>(2)</u>
Common Stock	02/15/2011	S	9,154	D	\$ <u>(7)</u>	46.96	53,734	I	See Footnote <u>(3)</u>
Common Stock	02/15/2011	S	4,692	D	\$ <u>(7)</u>	46.96	27,544	I	See Footnote <u>(4)</u>
Common Stock	02/15/2011	S	6,500	D	\$ <u>(7)</u>	46.9616	95,007	I	By trust <u>(6)</u>
Common Stock	02/16/2011	S	415,644	D	\$ <u>(8)</u>	46.9321	1,019,937	I	See Footnote <u>(2)</u>
Common Stock	02/16/2011	S	15,558	D	\$ <u>(8)</u>	46.9321	38,176	I	See Footnote <u>(3)</u>
Common Stock	02/16/2011	S	7,975	D	\$ <u>(8)</u>	46.9321	19,569	I	See Footnote <u>(4)</u>
Common Stock	02/16/2011	S	11,000	D	\$ <u>(8)</u>	46.9338	84,007	I	By trust <u>(6)</u>

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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...
				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, 22ND FLOOR SAN FRANCISCO, CA 94111		X		

Signatures

/s/ Christopher A.
Masto 02/16/2011

**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) This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$47.57 to \$48.56. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.

(2) The shares were sold by Friedman Fleischer & Lowe Capital Partners II, L.P. This fund is controlled by Friedman Fleischer & Lowe GP II, LP, its general partner, which is controlled by Friedman Fleischer & Lowe GP II, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP II, LLC, and may be deemed to beneficially own the shares of Common Stock owned by Friedman Fleischer & Lowe Capital Partners II, L.P. The reporting person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(3) The shares were sold by FFL Parallel Fund II, L.P. This fund is controlled by Friedman Fleischer & Lowe GP II, LP, its general partner, which is controlled by Friedman Fleischer & Lowe GP II, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP II, LLC, and may be deemed to beneficially own the shares of Common Stock owned by FFL Parallel Fund II, L.P. The reporting person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

(4) The shares were sold by FFL Executive Partners II, L.P. This fund is controlled by Friedman Fleischer & Lowe GP II, LP, its general partner, which is controlled by Friedman Fleischer & Lowe GP II, LLC, its general partner. The reporting person is Managing Member of Friedman Fleischer & Lowe GP II, LLC, and may be deemed to beneficially own the shares of Common Stock owned by FFL Executive Partners II, L.P. The reporting person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

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(5) This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$47.50 to \$47.56. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.

(6) The shares are held in a revocable trust for the benefit of the reporting person's minor children.

(7) This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$46.70 to \$47.67. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.

(8) This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$46.76 to \$47.265. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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