

MASTO CHRISTOPHER A
Form 4
February 10, 2006

FORM 4

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

OMB APPROVAL

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

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)
02/09/2006

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

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 09/19/2005 | | G ⁽¹⁾ | 278,947 D | \$ 0 0 | D | |
| Common Stock | 09/19/2005 | | G ⁽¹⁾ | 278,947 A | \$ 0 278,947 | I | By trust |
| Common Stock | 02/09/2006 | | J ⁽²⁾ | 5,724,840 D | <u>(3)</u> 0 | I | See Footnote <u>(4)</u> |
| Common Stock | 02/09/2006 | | J ⁽⁵⁾ | 103,563 D | <u>(3)</u> 0 | I | See Footnote |

(6)

| | | | | | | | | |
|--------------|------------|------------------|---------|---|------|---------|---|----------|
| Common Stock | 02/09/2006 | J ⁽⁷⁾ | 145,948 | A | ③ | 145,948 | D | |
| Common Stock | 02/09/2006 | G ⁽¹⁾ | 145,948 | D | \$ 0 | 0 | D | |
| Common Stock | 02/09/2006 | G ⁽¹⁾ | 145,948 | A | \$ 0 | 424,895 | I | By trust |

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 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 | | | |

Signatures

/s/ Christopher A. Masto 02/10/2006

**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 transaction involved a gift of securities by the reporting person to a revocable trust for the benefit of the reporting person's children.
- (2) Friedman Fleischer & Lowe Capital Partners, LP distributed 5,724,840 shares pro rata for no consideration to the partners of Friedman Fleischer & Lowe Capital Partners, LP
- (3) Not Applicable
These shares are held by Friedman Fleischer & Lowe Capital Partners, LP. Friedman Fleischer & Lowe Capital 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 Friedman Fleischer & Lowe Capital Partners, LP. The reporting person disclaims beneficial ownership of any shares in which it does not have a pecuniary interest.
- (4) FFL Executive Partners, LP distributed 103,563 shares pro rata for no consideration to the partners of FFL Executive Partners, LP.
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
- (6) Friedman Fleischer & Lowe GP, LLC distributed 1,241,334 shares pro rata for no consideration to the members of Friedman Fleischer & Lowe GP, LLC. The reporting person is Managing Member of Friedman Fleischer & Lowe GP, LLC.
- (7)

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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