TEMPUR PEDIC INTERNATIONAL INC

Reported by

MASTO CHRISTOPHER A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/27/10 for the Period Ending 04/23/10

Address	1713 JAGGIE FOX WAY LEXINGTON, KY 40511
Telephone	859-514-4757
CIK	0001206264
Symbol	TPX
SIC Code	2510 - Household Furniture
Industry	Furniture & Fixtures
Sector	Consumer Cyclical
Fiscal Year	12/31

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FORM 4

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

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

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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MASTO CHRISTOPHER A	**TEMPUR PEDIC INTERNATIONAL INC [TPX]**	__ X __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Last) (First) (Middle) **C/O FRIEDMAN FLEISCHER & LOWE, ONE MARITIME PLAZA, 22ND FLOOR**	3. Date of Earliest Transaction (MM/DD/YYYY) **4/23/2010**	
(Street) **SAN FRANCISCO, CA 94111** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**4/23/2010**		**S**		**481984**	**D**	**$34.9013**	**2370058**	**I**	**See Footnote** (1)
Common Stock	**4/23/2010**		**S**		**18041**	**D**	**$34.9013**	**88714**	**I**	**See Footnote** (2)
Common Stock	**4/23/2010**		**S**		**9248**	**D**	**$34.9013**	**45472**	**I**	**See Footnote** (3)
Common Stock	**4/23/2010**		**S**		**10000**	**D**	**$34.8617**	**119395**	**I**	**By trust** (4)
Common Stock	**4/26/2010**		**S**		**32184**	**D**	**$34.5874**	**2337874**	**I**	**See Footnote** (1)
Common Stock	**4/26/2010**		**S**		**1205**	**D**	**$34.5874**	**87509**	**I**	**See Footnote** (2)
Common Stock	**4/26/2010**		**S**		**617**	**D**	**$34.5874**	**44855**	**I**	**See Footnote** (3)
Common Stock	**4/26/2010**		**S**		**800**	**D**	**$34.5932**	**118595**	**I**	**By trust** (4)

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) 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.

(2) 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.

(3) 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.

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

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 Masto — **4/27/2010**

** Signature of Reporting Person — Date

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

***** 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).

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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