TEMPUR PEDIC INTERNATIONAL INC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 12/29/2003 For Period Ending 12/23/2003

Address	1713 JAGGIE FOX WAY
	LEXINGTON, Kentucky 40511
Telephone	859-514-4757
CIK	0001206264
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

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

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)
TA ASSOCIATES STRATEGIC PARTNERS FUND B LP	**TEMPUR PEDIC INTERNATIONAL INC [TPX]**	_____ Director __ **X** __ 10% Owner
(Last) (First) (Middle) **125 HIGH STREET, SUITE 2500**	3. Date of Earliest Transaction (MM/DD/YYYY) **12/23/2003**	_____ Officer (give title below) _____ Other (specify below)
(Street) **BOSTON, MA 02110** (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			
Class B-1 Voting Common	**12/23/2003**	**12/23/2003**	**C** (1)		**222.1**	**A**	(1)	**222.1**	**D**	
Common Stock	**12/23/2003**	**12/23/2003**	**S**		**21239** (2) (3)	**D**	**$13.09**	**95363** (2) (3)	**D**	

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				
Series A Convertible Preferred	(1)	**12/23/2003**	**12/23/2003**	**C**			**222.1**	(4)	(4)	**B-1 Voting Common Stock**	**222.1**	**$222100**	**0**	**D**	

Explanation of Responses:

(1) Converts 1-for-1.

(2) After the conversion of the Series A Preferred Stock by the reporting person on December 23, 2003, the Company renamed its Class B-1 Voting Common Stock as Common Stock.

(3) On December 23, 2003, the Common Stock of Tempur-Pedic International Inc. split 525-for-1 in the form of a stock dividend of 524 shares for each outstanding share. This resulted in the acquisition of 116,380 additional shares of Common Stock.

(4) Not applicable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TA ASSOCIATES STRATEGIC PARTNERS FUND B LP **125 HIGH STREET** **SUITE 2500** **BOSTON, MA 02110**		**X**		

Signatures

TA Strategic Partners Fund B L.P.	**12/26/2003**
** Signature of Reporting Person	Date
By: TA Associates SPF L.P., its General Partner	**12/26/2003**
** Signature of Reporting Person	Date
By: TA Associates, Inc., its General Partner	**12/26/2003**
** Signature of Reporting Person	Date
By: Thomas P. Alber, Chief Financial Officer	**12/26/2003**
** 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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