

MCLANE P ANDREWS
Form 4
May 08, 2008

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 *
MCLANE P ANDREWS

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)
JOHN HANCOCK TOWER, 200 CLARENDON ST. 56TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2008

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

(Street)
BOSTON, MA 02116

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 87,160 | I | See Footnote 1 (1) |
| Common Stock | | | | | 339,582 | D | |
| Common Stock | | | | | 202,166 | I | See Footnote 2 (2) |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 19.03 | | | | | (3) 10/23/2016 | Common Stock | 14,700 |
| Stock Option (right to buy) | \$ 26.85 | | | | | (4) 06/18/2017 | Common Stock | 14,700 |
| Stock Option (right to buy) | \$ 11.28 | 05/06/2008 | | A | 22,200 | (5) 05/06/2018 | Common Stock | 22,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCLANE P ANDREWS JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116 | X | | | |

Signatures

P. Andrews McLane 05/08/2008
 **Signature of Reporting Person Date

By: Thomas P. Alber, 05/08/2008
 Attorney-in-Fact Date
 **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).
The reporting person may be deemed to have an indirect pecuniary interest as a Member of TA Investors LLC in 87,160 shares of
(1) Common Stock. The reporting person disclaims beneficial ownership of all such securities, except to the extent of 25,086 shares as to which he has a pecuniary interest.
(2) The reporting person's spouse is the trustee of 10 trusts, for the benefit of the reporting person's children and grandchildren, who hold 202,166 shares in the aggregate.
(3) Fifty percent of this option vested on the grant date, October 23, 2006, twenty-five percent vested on January 31, 2007 and twenty-five percent vested on April 30, 2007.
(4) Twenty-five percent will vest on July 31, 2007, twenty-five percent will vest on October 31, 2007, twenty-five percent will vest on January 31, 2008 and twenty-five percent will vest on April 30, 2008.
(5) Twenty-five percent will vest on July 31, 2008, twenty-five percent will vest on October 31, 2008, twenty five percent will vest on January 31, 2009, and twenty five percent will vest on April 30, 2009.

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.