

TEMPUR PEDIC INTERNATIONAL INC  
 Form 4  
 March 21, 2008

**FORM 4**

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

OMB APPROVAL

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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(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)  
**03/19/2008**

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

**C/O FRIEDMAN FLEISCHER & LOWE, ONE MARITIME PLAZA, 22ND 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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock	03/19/2008		P		\$ 3,401 11.555	2,092,184	I	See Footnote (1)
Common Stock	03/19/2008		P		\$ 27,446 11.56	2,119,630	I	See Footnote (1)
Common Stock	03/19/2008		P		\$ 757 11.565	2,120,387	I	See Footnote (1)

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Common Stock	03/19/2008	P	25,461	A	\$ 11.57	2,145,848	I	See Footnote <u>(1)</u>
Common Stock	03/19/2008	P	129,078	A	\$ 11.58	2,274,926	I	See Footnote <u>(1)</u>
Common Stock	03/19/2008	P	25,037	A	\$ 11.59	2,299,963	I	See Footnote <u>(1)</u>
Common Stock	03/19/2008	P	1,135	A	\$ 11.595	2,301,098	I	See Footnote <u>(1)</u>
Common Stock	03/19/2008	P	300,517	A	\$ 11.6	2,601,615	I	See Footnote <u>(1)</u>
Common Stock	03/19/2008	P	7,193	A	\$ 11.61	2,608,808	I	See Footnote <u>(1)</u>
Common Stock	03/19/2008	P	26,862	A	\$ 11.62	2,635,670	I	See Footnote <u>(1)</u>
Common Stock	03/19/2008	P	1,672	A	\$ 11.625	2,637,342	I	See Footnote <u>(1)</u>
Common Stock	03/19/2008	P	99,373	A	\$ 11.63	2,736,715	I	See Footnote <u>(1)</u>
Common Stock	03/19/2008	P	473	A	\$ 11.635	2,737,188	I	See Footnote <u>(1)</u>
Common Stock	03/19/2008	P	15,853	A	\$ 11.64	2,753,041	I	See Footnote <u>(1)</u>
Common Stock	03/19/2008	P	57,163	A	\$ 11.65	2,810,204	I	See Footnote <u>(1)</u>
Common Stock	03/19/2008	P	947	A	\$ 11.66	2,811,151	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	1,068	A	\$ 11.6	2,812,219	I	See Footnote <u>(1)</u>
Common Stock	03/20/2008	P	1,325	A	\$ 11.61	2,813,544	I	See Footnote

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									(1)
Common Stock	03/20/2008	P	2,840	A	\$ 11.62	2,816,384	I		See Footnote (1)
Common Stock	03/20/2008	P	311	A	\$ 11.63	2,816,695	I		See Footnote (1)
Common Stock	03/20/2008	P	473	A	\$ 11.64	2,817,168	I		See Footnote (1)
Common Stock	03/20/2008	P	1,893	A	\$ 11.65	2,819,061	I		See Footnote (1)
Common Stock	03/20/2009	P	635	A	\$ 11.68	2,819,696	I		See Footnote (1)
Common Stock	03/20/2008	P	17,603	A	\$ 11.7	2,837,299	I		See Footnote (1)
Common Stock	03/20/2008	P	1,041	A	\$ 11.705	2,838,340	I		See Footnote (1)
Common Stock	03/20/2008	P	4,637	A	\$ 11.71	2,842,977	I		See Footnote (1)
Common Stock	03/20/2008	P	1,609	A	\$ 11.72	2,844,586	I		See Footnote (1)
Common Stock	03/20/2008	P	1,352	A	\$ 11.74	2,845,938	I		See Footnote (1)
Common Stock	03/20/2008	P	62,720	A	\$ 11.75	2,908,658	I		See Footnote (1)
Common Stock	03/20/2008	P	568	A	\$ 11.77	2,909,226	I		See Footnote (1)

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

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