

BERKOWITZ BRUCE R

Form 4

February 10, 2010

FORM 4

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

OMB APPROVAL

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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 *
BERKOWITZ BRUCE R

(Last) (First) (Middle)

**C/O FAIRHOLME CAPITAL
MANAGEMENT, L.L.C., 4400
BISCAYNE BOULEVARD, 9TH
FLOOR**

(Street)

MIAMI, FL 33137

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TAL International Group, Inc. [TAL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/08/2010 | | S | 9,789 D | \$ 13.23 2,322,764 | I | See Footnotes (1) (2) |
| Common Stock | 02/08/2010 | | S | 1,565 D | \$ 13.23 2,321,199 | I | See Footnotes (2) (3) |
| Common Stock | 02/09/2010 | | S | 6,283 D | \$ 13.32 2,314,916 | I | See Footnotes (2) (4) |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|----------|-----------|---|------------------------|
| Common Stock | 02/09/2010 | | S | 8,224 | D | \$ 13.32 | 2,306,692 | I | See Footnotes (2) (5) |
| Common Stock | 02/09/2010 | | S | 3,473 | D | \$ 13.32 | 2,303,219 | I | See Footnotes (2) (6) |
| Common Stock | 02/10/2010 | | S | 33,505 | D | \$ 13.53 | 2,269,714 | I | See Footnotes (2) (7) |
| Common Stock | 02/10/2010 | | S | 6,283 | D | \$ 13.53 | 2,263,431 | I | See Footnotes (2) (8) |
| Common Stock | 02/10/2010 | | S | 6,283 | D | \$ 13.53 | 2,257,148 | I | See Footnotes (2) (9) |
| Common Stock | 02/10/2010 | | S | 2,229 | D | \$ 13.53 | 2,254,919 | I | See Footnotes (2) (10) |

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.

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(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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

BERKOWITZ BRUCE R
 C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C.
 4400 BISCAYNE BOULEVARD, 9TH FLOOR
 MIAMI, FL 33137

X

Signatures

Bruce R. Berkowitz By: /s/ Kathryn Battistella
 (Attorney-in-Fact)

02/10/2010

__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).

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 698,302 shares of Common Stock and, following such transaction, is currently the direct holder of 698,302 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 688,337 shares of Common Stock and, following such transaction, is currently the direct holder of 688,337 shares of Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 698,215 shares of Common Stock and, following such transaction, is currently the direct holder of 688,426 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 247,699 shares of Common Stock and, following such transaction, is currently the direct holder of 247,699 shares of Common Stock.

(1) Bruce R. Berkowitz ("Mr. Berkowitz") is the managing member of Fairholme Capital Management, L.L.C., a Delaware limited liability company ("Fairholme"), which serves as (i) the general partner of Fairholme Partners, L.P., (ii) the managing member of Fairholme Ventures II, LLC, (iii) the investment manager to Fairholme Holdings, Ltd. and (iv) the investment manager to Fairholme Funds, Inc. Mr. Berkowitz disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of his pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that Mr. Berkowitz is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2) Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 698,302 shares of Common Stock and, following such transaction, is currently the direct holder of 696,737 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 688,337 shares of Common Stock and, following such transaction, is currently the direct holder of 688,337 shares of Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 688,426 shares of Common Stock and, following such transaction, is currently the direct holder of 688,426 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 247,699 shares of Common Stock and, following such transaction, is currently the direct holder of 247,699 shares of Common Stock.

(3) Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 696,737 shares of Common Stock and, following such transaction, is currently the direct holder of 696,737 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 688,337 shares of Common Stock and, following such transaction, is currently the direct holder of 682,054 shares of Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 688,426 shares of Common Stock and, following such transaction, is currently the direct holder of 688,426 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 247,699 shares of Common Stock and, following such transaction, is currently the direct holder of 247,699 shares of Common Stock.

(4) Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 696,737 shares of Common Stock and, following such transaction, is currently the direct holder of 688,513 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 682,054 shares of Common Stock and, following such transaction, is currently the direct holder of 682,054 shares of Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 688,426 shares of Common Stock and, following such transaction, is currently the direct holder of 688,426 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 247,699 shares of Common Stock and, following such transaction, is currently the direct holder of 247,699 shares of Common Stock.

(5) Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 688,513 shares of Common Stock and, following such transaction, is currently the direct holder of 688,513 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 682,054 shares of Common Stock and, following such transaction, is currently the direct holder of 682,054 shares of Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 688,426 shares of Common Stock and, following such transaction, is currently the direct holder of 688,426 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 247,699 shares of Common Stock and, following such transaction, is currently the direct holder of 244,226 shares of Common Stock.

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- Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 688,513 shares of Common Stock and, following such transaction, is currently the direct holder of 688,513 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 682,054 shares of Common Stock and, following such transaction, is currently the direct holder of 648,549 shares of
- (7) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 688,426 shares of Common Stock and, following such transaction, is currently the direct holder of 688,426 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 244,226 shares of Common Stock and, following such transaction, is currently the direct holder of 244,226 shares of Common Stock.

- Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 688,513 shares of Common Stock and, following such transaction, is currently the direct holder of 688,513 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 648,549 shares of Common Stock and, following such transaction, is currently the direct holder of 648,549 shares of
- (8) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 688,426 shares of Common Stock and, following such transaction, is currently the direct holder of 682,143 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 244,226 shares of Common Stock and, following such transaction, is currently the direct holder of 244,226 shares of Common Stock.

- Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 688,513 shares of Common Stock and, following such transaction, is currently the direct holder of 682,230 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 648,549 shares of Common Stock and, following such transaction, is currently the direct holder of 648,549 shares of
- (9) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 682,143 shares of Common Stock and, following such transaction, is currently the direct holder of 682,143 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 244,226 shares of Common Stock and, following such transaction, is currently the direct holder of 244,226 shares of Common Stock.

- Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 682,230 shares of Common Stock and, following such transaction, is currently the direct holder of 682,230 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 648,549 shares of Common Stock and, following such transaction, is currently the direct holder of 648,549 shares of
- (10) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 682,143 shares of Common Stock and, following such transaction, is currently the direct holder of 682,143 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 244,226 shares of Common Stock and, following such transaction, is currently the direct holder of 241,997 shares of Common Stock.

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.