

BERKOWITZ BRUCE R
Form 4
May 10, 2010

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 *
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)

05/07/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 05/07/2010 | | S | 9,789 D \$ 22.01 | 2,029,987 | I | Footnote (1) (2) |
| Common Stock | 05/07/2010 | | S | 4,300 D \$ 22.01 | 2,025,687 | I | Footnote (2) (3) |
| Common Stock | 05/10/2010 | | S | 9,789 D \$ 23.54 | 2,015,898 | I | Footnote (2) (4) |
| Common Stock | 05/10/2010 | | S | 1,565 D \$ 23.54 | 2,014,333 | I | Footnote (2) (5) |

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

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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 Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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/ Paul Thomson
(Attorney-in-Fact)

05/10/2010

__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 606,835 shares of Common Stock and, following such transaction, is currently the direct holder of 606,835 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 606,659 shares of Common Stock and, following such transaction, is currently the direct holder of 596,870 shares of

(1) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 606,748 shares of Common Stock and, following such transaction, is currently the direct holder of 606,748 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 219,534 shares of Common Stock and, following such transaction, is currently the direct holder of 219,534 shares of Common Stock.

(2)

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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.

- Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 606,835 shares of Common Stock and, following such transaction, is currently the direct holder of 606,835 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 596,870 shares of Common Stock and, following such transaction, is currently the direct holder of 596,870 shares of
- (3) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 606,748 shares of Common Stock and, following such transaction, is currently the direct holder of 606,748 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 219,534 shares of Common Stock and, following such transaction, is currently the direct holder of 215,234 shares of Common Stock.

- Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 606,835 shares of Common Stock and, following such transaction, is currently the direct holder of 606,835 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 596,870 shares of Common Stock and, following such transaction, is currently the direct holder of 596,870 shares of
- (4) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 606,748 shares of Common Stock and, following such transaction, is currently the direct holder of 596,959 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 215,234 shares of Common Stock and, following such transaction, is currently the direct holder of 215,234 shares of Common Stock.

- Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 606,835 shares of Common Stock and, following such transaction, is currently the direct holder of 605,270 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 596,870 shares of Common Stock and, following such transaction, is currently the direct holder of 596,870 shares of
- (5) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 596,959 shares of Common Stock and, following such transaction, is currently the direct holder of 596,959 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 215,234 shares of Common Stock and, following such transaction, is currently the direct holder of 215,234 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.