

BERKOWITZ BRUCE R
Form 4
May 05, 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)

05/03/2010

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/03/2010 | | S | 18,000 D \$ 26.59 | 2,077,876 | I | See Footnote (1) (2) |
| Common Stock | 05/04/2010 | | S | 18,000 D \$ 25.98 | 2,059,876 | I | See Footnote (2) (3) |
| Common Stock | 05/04/2010 | | S | 11,600 D \$ 25.98 | 2,048,276 | I | See Footnote (2) (4) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-------|-----------|---|----------------------|
| Common Stock | 05/05/2010 | S | 6,400 | D | \$ 25 | 2,041,876 | I | See Footnote (2) (5) |
| Common Stock | 05/05/2010 | S | 2,100 | D | \$ 25 | 2,039,776 | I | See Footnote (2) (6) |

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

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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 Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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)

05/05/2010

**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 624,835 shares of Common Stock and, following such transaction, is currently the direct holder of 624,835 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 624,659 shares of Common Stock and, following such transaction, is currently the direct holder of 606,659 shares of

(1) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 624,748 shares of Common Stock and, following such transaction, is currently the direct holder of 624,748 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 221,634 shares of Common Stock and, following such transaction, is currently the direct holder of 221,634 shares of Common Stock.

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

(2) 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 624,835 shares of Common Stock and, following such transaction, is currently the direct holder of 624,835 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 606,659 shares of

(3) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 624,748 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 221,634 shares of Common Stock and, following such transaction, is currently the direct holder of 221,634 shares of Common Stock.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 624,835 shares of Common Stock and, following such transaction, is currently the direct holder of 613,235 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 606,659 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 606,748 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 221,634 shares of Common Stock and, following such transaction, is currently the direct holder of 221,634 shares of Common Stock.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 613,235 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 606,659 shares of

(5) 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 221,634 shares of Common Stock and, following such transaction, is currently the direct holder of 221,634 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 606,659 shares of Common Stock and, following such transaction, is currently the direct holder of 606,659 shares of

(6) 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 221,634 shares of Common Stock and, following such transaction, is currently the direct holder of 219,534 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.

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