BERKOWITZ BRUCE R

Form 4

November 06, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BERKOWITZ BRUCE R	2. Issuer Name and Ticker or Trading Symbol TAL International Group, Inc. [TAL]	5. Relationship of Reporting Person(s) to Issuer			
	The international Group, inc. [The]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C., 4400 BISCAYNE BOULEVARD, 9TH FLOOR	(Month/Day/Year) 11/04/2009	DirectorX10% Owner Officer (give title below) Other (specify below)			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			

MIAMI, FL 33137

X Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	ecuriti	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	nsactiomr Disposed of (D) e (Instr. 3, 4 and 5) tr. 8) (A) or		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	11/04/2009		S	Amount 33,300	(D)	Price \$ 12.13	2,643,945	I	Footnote (1) (2)
Common Stock	11/05/2009		S	104,156	D	\$ 12.14	2,539,789	I	Footnote (2) (3)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration	Title N			
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

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



Signatures

/s/ Bruce R. 11/06/2009 Berkowitz

**Signature of Date Reporting Person

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 800,749 shares of Common Stock and, following such transaction, is currently the direct holder of 794,315 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 794,115 shares of Common Stock and, following such transaction, is currently the direct holder of 773,642 shares of

- (1) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 794,216 shares of Common Stock and, following such transaction, is currently the direct holder of 794,216 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 288,165 shares of Common Stock and, following such transaction, is currently the direct holder of 281,772 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 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.
- (3) Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 794,315 shares of Common Stock and, following such transaction, is currently the direct holder of 773,842 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was

Reporting Owners 2

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the direct holder of 773,642 shares of Common Stock and, following such transaction, is currently the direct holder of 717,695 shares of Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 794,216 shares of Common Stock and, following such transaction, is currently the direct holder of 773,743 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 281,772 shares of Common Stock and, following such transaction, is currently the direct holder of 274,509 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.