

BERKOWITZ BRUCE R
Form 4
November 06, 2009

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)

11/04/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

X 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 | 11/04/2009 | | S | 33,300 D | \$ 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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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.

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