

BERKOWITZ BRUCE R
Form 4
February 03, 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)

02/01/2010

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/01/2010 | | S | | 18,000 | D | \$ 14.02 | 2,384,742 | I | See footnote (1) (2) |
| Common Stock | 02/02/2010 | | S | | 18,000 | D | \$ 14.1 | 2,366,742 | I | See footnote (2) (3) |
| Common Stock | 02/02/2010 | | S | | 11,600 | D | \$ 14.1 | 2,355,142 | I | See footnote (2) (4) |

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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.

- (2) Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 716,302 shares of Common Stock and, following such transaction, is currently the direct holder of 716,302 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 698,126 shares of Common Stock and, following such transaction, is currently the direct holder of 698,126 shares of Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 716,215 shares of Common Stock and, following such transaction, is currently the direct holder of 698,215 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 254,099 shares of Common Stock and, following such transaction, is currently the direct holder of 254,099 shares of Common Stock.

- (4) Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 716,302 shares of Common Stock and, following such transaction, is currently the direct holder of 704,702 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 698,126 shares of Common Stock and, following such transaction, is currently the direct holder of 698,126 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 698,215 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 254,099 shares of Common Stock and, following such transaction, is currently the direct holder of 254,099 shares of Common Stock.

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