

BERKOWITZ BRUCE R
Form 4
May 17, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)

05/13/2010

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) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 05/13/2010 | | S | 1,508 | D \$ 24.86 | 1,974,745 | I | Footnote (1) (2) |
| Common Stock | 05/13/2010 | | S | 5,305 | D \$ 24.86 | 1,969,440 | I | Footnote (2) (3) |
| Common Stock | 05/13/2010 | | S | 5,305 | D \$ 24.86 | 1,964,135 | I | Footnote (2) (4) |
| Common Stock | 05/13/2010 | | S | 1,882 | D \$ 24.86 | 1,962,253 | I | Footnote (2) (5) |
| | 05/14/2010 | | S | 17,049 | D | 1,945,204 | I | |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|----------|----------|-----------|---|------------------|
| Common Stock | | | | | \$ 24.86 | | | | Footnote (2) (6) |
| Common Stock | 05/14/2010 | | S | 1,508 | D | \$ 24.86 | 1,943,696 | I | Footnote (2) (7) |
| Common Stock | 05/14/2010 | | S | 1,508 | D | \$ 24.86 | 1,942,188 | I | Footnote (2) (8) |
| Common Stock | 05/14/2010 | | S | 535 | D | \$ 24.86 | 1,941,653 | I | Footnote (2) (9) |

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

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SEC 1474 (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. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | 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 05/17/2010

__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 590,763 shares of Common Stock and, following such transaction, is currently the direct holder of 590,763 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 585,282 shares of Common Stock and, following such transaction, is currently the direct holder of 583,774 shares of

(1) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 590,676 shares of Common Stock and, following such transaction, is currently the direct holder of 590,676 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 209,532 shares of Common Stock and, following such transaction, is currently the direct holder of 209,532 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 590,763 shares of Common Stock and, following such transaction, is currently the direct holder of 590,763 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 583,774 shares of Common Stock and, following such transaction, is currently the direct holder of 583,774 shares of

(3) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 590,676 shares of Common Stock and, following such transaction, is currently the direct holder of 585,371 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 209,532 shares of Common Stock and, following such transaction, is currently the direct holder of 209,532 shares of Common Stock.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 590,763 shares of Common Stock and, following such transaction, is currently the direct holder of 585,458 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 583,774 shares of Common Stock and, following such transaction, is currently the direct holder of 583,774 shares of

(4) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 585,371 shares of Common Stock and, following such transaction, is currently the direct holder of 585,371 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 209,532 shares of Common Stock and, following such transaction, is currently the direct holder of 209,532 shares of Common Stock.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 585,458 shares of Common Stock and, following such transaction, is currently the direct holder of 585,458 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 583,774 shares of Common Stock and, following such transaction, is currently the direct holder of 583,774 shares of

(5) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 585,371 shares of Common Stock and, following such transaction, is currently the direct holder of 585,371 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 209,532 shares of Common Stock and, following such transaction, is currently the direct holder of 207,650 shares of Common Stock.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 585,458 shares of Common Stock and, following such transaction, is currently the direct holder of 585,458 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 583,774 shares of Common Stock and, following such transaction, is currently the direct holder of 566,725 shares of

(6) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 585,371 shares of Common Stock and, following such transaction, is currently the direct holder of 585,371 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 207,650 shares of Common Stock and, following such transaction, is currently the direct holder of 207,650 shares of Common Stock.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 585,458 shares of Common Stock and, following such transaction, is currently the direct holder of 585,458 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 566,725 shares of Common Stock and, following such transaction, is currently the direct holder of 566,725 shares of

(7) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 585,371 shares of Common Stock and, following such transaction, is currently the direct holder of 583,863 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 207,650 shares of Common Stock and, following such transaction, is currently the direct holder of 207,650 shares of Common Stock.

(8) Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 585,458 shares of Common Stock and, following such transaction, is currently the direct holder of 583,950 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 566,725 shares of Common Stock and, following such transaction, is currently the direct holder of 566,725 shares of Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 583,863 shares of Common Stock and, following such transaction, is currently the direct holder of 583,863 shares of Common Stock. Prior to this transaction, the Fund was the

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direct holder of 207,650 shares of Common Stock and, following such transaction, is currently the direct holder of 207,650 shares of Common Stock.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 583,950 shares of Common Stock and, following such transaction, is currently the direct holder of 583,950 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 566,725 shares of Common Stock and, following such transaction, is currently the direct holder of 566,725 shares of

- (9) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 583,863 shares of Common Stock and, following such transaction, is currently the direct holder of 583,863 shares of Common Stock. Prior to this transaction, the Fund was the direct holder of 207,650 shares of Common Stock and, following such transaction, is currently the direct holder of 207,115 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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