Dunner Adrian Form 4/A February 01, 2007

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. See Instruction

1(b).

(Last)

1. Title of

Security

(Instr. 3)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

100 MANHATTANVILLE ROAD

(Street)

Dunner Adrian

(Middle)

2. Issuer Name and Ticker or Trading Symbol

TAL International Group, Inc. [TAL]

3. Date of Earliest Transaction

(Month/Day/Year)

01/26/2007

4. If Amendment, Date Original

Filed(Month/Day/Year) 01/30/2007

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Director 10% Owner

X_ Officer (give title Other (specify below)

VP Fleet Operations

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

PURCHASE, NY 10577

(City) (State)

(Month/Day/Year)

(Zip)

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Instr. 8)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction Derivative Date Code Securities

6. Date Exercisable and Expiration (Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

Edgar Filing: Dunner Adrian - Form 4/A

(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired Derivative Security

Disposed of (D) (Instr. 3, 4, and 5)

(A) or

Code V (A) (D) Date Exercisable Expiration Date Title

Amo Nun of

Shar

Restricted

Common $01/01/2010\underline{^{(1)}}$ $01/01/2010\underline{^{(1)}}$ \$0 4,000 Common 01/26/2007 A Stock

Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Dunner Adrian 100 MANHATTANVILLE ROAD PURCHASE, NY 10577

VP Fleet **Operations**

Signatures

/s/ Marc Pearlin, attorney-in-fact for Adrian 01/31/2007 Dunner

> **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).
- (1) The restricted common stock vests 100% on January 1, 2010 unless earlier forfeited.
- Box 9 Table II is amended to 40,352 shares which consists of the 4,000 shares of restricted common stock and options to purchase 36,352 **(2)** 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.

Reporting Owners 2