Baptista Frederico
Form 4/A
February 01, 2007

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person * Baptista Frederico	2. Issuer Name **and** Ticker or Trading Symbol TAL International Group, Inc. [TAL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last)　　(First)　　(Middle) 100 MANHATTANVILLE ROAD	3. Date of Earliest Transaction (Month/Day/Year) 01/26/2007	_____ Director　　_____ 10% Owner __X__ Officer (give title _____ Other (specify below)　　below) Vice President, Asia Pacific
(Street) PURCHASE, NY 10577	4. If Amendment, Date Original Filed(Month/Day/Year) 01/30/2007	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
(City)　　(State)　　(Zip)		

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)
			Code	V	Amount	(A) or (D)	Price			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securit (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Restricted Common Stock	$ 0	01/26/2007[(2)]		A	4,000		01/01/2010[(1)]	01/01/2010[(1)]	Common Stock	4,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baptista Frederico 100 MANHATTANVILLE ROAD PURCHASE, NY 10577			Vice President, Asia Pacific	

Signatures

/s/ Marc Pearlin, attorney-in-fact for Frederico Baptista	01/31/2007
[**]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.

(2) This amendment is being filed to correct an error in the Form 4 filed on 1/30/2007. Box 3 Date of Earliest Transaction mistakenly listed the date as 1/30/2007 instead of 1/26/2007. Box 3 in Table II was reported correctly as 1/26/2007.

(3) 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 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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