Pearlin Marc Form 4/A February 01, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

1(b).

(Print or Type Responses)

(State)

may continue.

See Instruction

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

(City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4) Reported (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.

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

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

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(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,

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

Amo Nun of

Shar

2,0

Restricted

Common $01/01/2010\underline{^{(1)}}$ $01/01/2010\underline{^{(1)}}$ \$0 Common 01/26/2007 A 2,000 Stock

Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

> > VP, General

Counsel,

Secretary

and 5)

Pearlin Marc 100 MANHATTANVILLE ROAD PURCHASE, NY 10577

Signatures

/s/ Marc Pearlin 01/31/2007 **Signature of Date Reporting Person

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 8,750 which consists of 2,000 shares of restricted common stock and options to purchase 6,750 shares of

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.

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