Edgar Filing: Pearlin Marc - Form 4

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Form 4												
February 22, 2	4 UNITE	D STATES						NGE (COMMISSION	-	PPROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contir <i>See</i> Instruct 1(b).	r STATE	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								burden hou response	January 31, Expires: 2005 Estimated average burden hours per response 0.5	
(Print or Type Re	esponses)											
Pearlin Marc Symbol TAL In (Last) (First) (Middle) 3. Date of (Month/			Symbol	-					5. Relationship of Reporting Person(s) to Issuer			
			TAL International Group, Inc. [tal]					[tal]	(Check all applicable)			
			(Month/Da	5. Date of Earliest Transaction Month/Day/Year))2/21/2013					Director 10% Owner X Officer (give title Other (specify below) below) VP, General Counsel & Secretar			
			ndment, Date Original th/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
PURCHASE	, NY 10577									More than One Re		
(City)	(State)	(Zip)	Table	I - Non	-De	erivative S	Securi	ties Aco	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any	med on Date, if Day/Year)	Code (Instr.	8)	4. Securi nAcquired Disposed (Instr. 3, Amount	(A) o of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/21/2013			М		5,555	А	\$ 18	42,291	D		

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)

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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. Transactio Code (Instr. 8)	5. Number on f Derivati Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ve Expiration Da (Month/Day/	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 18	02/21/2013		М	5,55	5 10/11/2005	5 10/11/2015	Common Stock	5,555	

Reporting Owners

Reporting Owner Name	/ Address	Relationships							
	Director	10% Owner	Officer	Other					
Pearlin Marc 100 MANHATTANVII PURCHASE, NY 1057			VP, General Counsel & Secretar						
Signatures									
Marc Pearlin	02/22/2013								
**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).

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.