

TAL International Group, Inc.
Form 4
May 16, 2008

FORM 4

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

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

**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 *
BERKOWITZ BRUCE R

(Last) (First) (Middle)

**C/O FAIRHOLME CAPITAL
MANAGEMENT, LLC, 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)
05/14/2008

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/14/2008		S		10,000	D \$ 27.8	2,750,997	I	Footnotes (1) (4)
Common Stock	05/15/2008		S		49,300	D \$ 27.57	2,701,697	I	Footnotes (2) (4)
Common Stock	05/16/2008		S		96,500	D \$ 27.28	2,605,197	I	Footnotes (3) (4)

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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displays a currently valid OMB control
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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 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 Following Reported Transaction (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, LLC
4400 BISCAYNE BOULEVARD, 9TH FLOOR
MIAMI, FL 33137

X

Signatures

/s/ Bruce R.
Berkowitz

05/16/2008

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 920,332 shares of Common Stock and, following such transaction, was the direct holder of 917,032 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the
(1) direct holder of 920,332 shares of Common Stock and following such transaction, was the direct holder of 917,032 shares of Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 920,333 shares of Common Stock and, following such transaction, was the direct holder of 916,933 shares of Common Stock.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 917,032 shares of Common Stock and, following such transaction, was the direct holder of 900,632 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the
(2) direct holder of 917,032 shares of Common Stock and following such transaction, was the direct holder of 900,532 shares of Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 916,933 shares of Common Stock and, following such transaction, was the direct holder of 900,533 shares of Common Stock.

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- Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 900,632 shares of Common Stock and, following such transaction, is currently the direct holder of 868,532 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was
- (3) the direct holder of 900,532 shares of Common Stock and following such transaction, is currently the direct holder of 868,332 shares of Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 900,533 shares of Common Stock and, following such transaction, is currently the direct holder of 868,333 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
- (4) Ventures II, LLC and (iii) the investment manager to Fairholme Holdings, Ltd. 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.

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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