

BERKOWITZ BRUCE R  
Form 4  
November 12, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BERKOWITZ BRUCE R**

(Last) (First) (Middle)

**C/O FAIRHOLME CAPITAL  
MANAGEMENT, L.L.C., 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)

**11/10/2009**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 11/10/2009                           |  | S                              | 10,346  | D \$ 12.19  | 2,482,394  | I Footnote (1) (2)                         |
| Common Stock                    | 11/11/2009                           |  | S                              | 46,532  | D \$ 12.17  | 2,435,862  | I Footnote (2) (3)                         |
| Common Stock                    | 11/12/2009                           |  | S                              | 33,200  | D \$ 12.14  | 2,402,662  | I Footnote (2) (4)                         |

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

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SEC 1474 (9-02)



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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.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 772,394 shares of Common Stock and, following such transaction, is currently the direct holder of 725,862 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 717,695 shares of Common Stock and, following such transaction, is currently the direct holder of 717,695 shares of

- (3) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 717,796 shares of Common Stock and, following such transaction, is currently the direct holder of 717,796 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 274,509 shares of Common Stock and, following such transaction, is currently the direct holder of 274,509 shares of Common Stock.

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 725,862 shares of Common Stock and, following such transaction, is currently the direct holder of 716,278 shares of Common Stock. Prior to this transaction, Fairholme Ventures II, LLC was the direct holder of 717,695 shares of Common Stock and, following such transaction, is currently the direct holder of 716,102 shares of

- (4) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 717,796 shares of Common Stock and, following such transaction, is currently the direct holder of 716,191 shares of Common Stock. Prior to this transaction, Fairholme Funds, Inc. was the direct holder of 274,509 shares of Common Stock and, following such transaction, is currently the direct holder of 254,091 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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