BERKOWITZ BRUCE R

Form 4/A

November 13, 2009

FORM 4

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

OMB

Number:

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3235-0287 January 31,

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0.5

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person * BERKOWITZ BRUCE R			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) C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C., 4400 BISCAYNE BOULEVARD, 9TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 11/10/2009					Director X 10% Owner Officer (give title below) Other (specify below)			
MIAMI, FI	4. If Amendment, Date Original Filed(Month/Day/Year) 11/12/2009					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)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned	
1.Title of Security (Instr. 3)		2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any (Month/Day/			Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
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	33,120	D	\$ 12.14	2,402,742	I	Footnote (2) (4) (5)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivati	ve Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3) Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Snares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BERKOWITZ BRUCE R C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C. 4400 BISCAYNE BOULEVARD, 9TH FLOOR MIAMI, FL 33137



Signatures

/s/ Bruce R.
Berkowitz
11/13/2009

**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).

Prior to this transaction, Fairholme Partners, L.P. was the direct holder of 773,842 shares of Common Stock and, following such transaction, is currently the direct holder of 772,394 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

- (1) Common Stock. Prior to this transaction, Fairholme Holdings, Ltd. was the direct holder of 726,694 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.
- (2) 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 Ventures II, LLC, (iii) the investment manager to Fairholme Holdings, Ltd. and (iv) the investment manager to Fairholme Funds, Inc. Mr. Berkowitz disclaims beneficial ownership in the securities reported on this Form 4 except to the extent of his pecuniary interest, if any,

Reporting Owners 2

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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 716,302 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 716,126 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 716,215 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 254,099 shares of Common Stock.
- This Form 4 Amendment is being filed to reflect the fact that there was an error in reporting the number of securities sold and the number of securities beneficially owned on November 12, 2009. The correct number of securities sold was 33,120, not 33,200 as was previously reported. The correct number of securities beneficially owned was 2,402,742, not 2,402,662 as was previously reported. Furthermore, the securities are held by the Fairholme entities as described above in footnote (4), rather than as was previously reported.

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.