TAL International Group, Inc.

Form 4

May 16, 2008

FORM 4

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

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

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

obligations

Check this box

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 may continue.

1(b).

Stock

(Print or Type Responses)

See Instruction

71	responses)											
BERKOWITZ BRUCE R Symbol			nbol	nternational Group, Inc. [TAL]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) C/O FAIRH MANAGEM BISCAYNE FLOOR	Oate of Earliest Tronth/Day/Year) /14/2008	ransaction			X Director 10% Owner Officer (give title Other (specify below)							
	f Amendment, Da ed(Month/Day/Year	nendment, Date Original (onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
MIAMI, FL						Person						
(City)	(State)	(Zip)	Table I - Non-I	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Code Year) (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)			
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

27.28

SEC 1474 (9-02)

(3)(4)

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required to respond unless the form displays a currently valid OMB control number.

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. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if Transacti		orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		Or		
						Exercisable	Date		Number of		
				Codo V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

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

X

Signatures

/s/ Bruce R. 05/16/2008 Berkowitz

**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 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.

Reporting Owners 2

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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. 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.