TAL International Group, Inc.

Form 4

January 23, 2008

# 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

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person \*

**Dunner Adrian** 

(First) (Middle)

2. Issuer Name and Ticker or Trading Symbol

TAL International Group, Inc. [TAL]

3. Date of Earliest Transaction (Month/Day/Year)

100 MANHATTANVILLE ROAD 12/13/2007

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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

below) SVP, Sales and Marketing

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

PURCHASE, NY 10577

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

(Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

Common Stock

44,817

D

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

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: TAL International Group, Inc. - Form 4

Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative		Date		Underlying S	Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year	:)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
					(Instr. 3, 4, and 5)				
					and 3)				
									Amo
						D . E . 11		m: .1	or
						Date Exercisable	Expiration Date	Title	Num of
				Code V	(A) (D)				Shar
Dantuintad									
Restricted	Φ.Ο.	10/10/0007			4.000	01/01/0011(1)	01/01/0011(1)	Common	4.0
Common	\$ 0	12/13/2007		A	4,000	01/01/2011(1)	01/01/2011(1)	Stock	4,0

5. Number

6. Date Exercisable and Expiration 7. Title and Amount

## **Reporting Owners**

Reporting Owner Name / Address	Relationships

3. Transaction Date 3A. Deemed

Director 10% Owner Officer Other

**Dunner Adrian** 

Stock

1. Title of

100 MANHATTANVILLE ROAD SVP, Sales and Marketing

PURCHASE, NY 10577

#### **Signatures**

/s/ Marc Pearlin, attorney-in-fact for Adrian
Dunner
01/23/2008

\*\*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).
- (1) The restricted common stock vests 100% on January 1, 2011 unless earlier forfeited.

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.

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