TAL International Group, Inc.

Form 4/A

February 01, 2007

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to

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

January 31, Expires: 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sondey Brian

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

TAL International Group, Inc. [TAL]

(Check all applicable)

(Last)

(First)

(Middle)

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

10% Owner Other (specify

100 MANHATTANVILLE ROAD

01/26/2007

X_ Officer (give title below) below)

CEO, President

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

_X__ Director

01/30/2007

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

Person

Issuer

PURCHASE, NY 10577

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership

(Instr. 4)

(Month/Day/Year)

(Instr. 3, 4 and 5) (Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

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)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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and Expiration

(Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Expiration Date An or Nu of

Restricted

Common $\$ 0 01/26/2007_{\underline{(2)}} A 10,000 01/01/2010_{\underline{(1)}} 01/01/2010_{\underline{(1)}} Common Stock$

10

Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Sondey Brian
100 MANHATTANVILLE ROAD X CEO, President
PURCHASE, NY 10577

Signatures

/s/ Marc Pearlin, attorney-in-fact for Brian
Sondey

01/31/2007

**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, 2010 unless earlier forfeited.
- (2) This amendment is being filed to correct an error in the Form 4 filed on 1/30/2007. Box 3 Date of Earliest Transaction mistakenly listed the date as 1/30/2007 instead of 1/26/2007. Box 3 in Table II was reported incorrectly as 1/26/2006 instead of 1/26/2007.
- (3) Box 9 Table II is amended to 344,693 shares, which consists of 10,000 shares of restricted common stock and options to purchase 334,693 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. 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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