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

TAL International Group, Inc. Form 4/A February 01, 2007

February 01	, 2007									
FORM	<b>14</b> UNITED	STATES S	SECUI	RITIES A	AND EX	СНА	NGE	COMMISSIO		PPROVAL
Check th if no lor subject th Section Form 4 Form 5 obligation	nis box ger o 16. or Filed pur <sup>Ons</sup> Section 17(	Washington, D.C. 20549 CCHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Act of 1934 Public Utility Holding Company Act of 1935 or Sect					Number: Expires: Estimated burden hou response.	urs per		
may con <i>See</i> Inst 1(b).	lunue.			ivestment	•	-	•			
(Print or Type	Responses)									
1. Name and A Sondey Bri	Address of Reporting an	:	Symbol	er Name <b>and</b>			-	Issuer	of Reporting Per	rson(s) to
			TAL International Group, Inc. [TAL] 3. Date of Earliest Transaction					(Check all applicable)		
(Last) 100 MANH	(First) (			Day/Year)	ransaction			below)	ve title 0th below) CEO, President	% Owner er (specify
	(Street)	]		endment, Da onth/Day/Yea 2007		ıl		Applicable Line) _X_ Form filed by	Joint/Group Fili y One Reporting P	erson
PURCHAS	E, NY 10577							Form filed by Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and 2 (A) or	)	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)
Reminder: Re	port on a separate line	e for each clas	ss of sec	urities benet	ficially ow	ned di	rectly o	r indirectly.		

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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. Number of	6. Date Exercisable and Expiration	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired ( or Disposed (D) (Instr. 3, 4, and 5)	d of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Restricted Common Stock	\$ 0	01/26/2007(2)		A	10,000		01/01/2010(1)	01/01/2010(1)	Common Stock	10

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Sondey Brian 100 MANHATTANVILLE ROAD PURCHASE, NY 10577	Х		CEO, President					
Signatures								
/s/ Marc Pearlin, attorney-in-fact for Sondey	Brian	0	1/31/2007					

\*\*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.