Edgar Filing: Lindeberg Frederic H - Form 4

Lindeberg Fr Form 4	ederic H											
May 15, 200	9											
								OMB APPROVAL				
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check thi			Washington, D.C. 20349						Expires:	January 31,		
subject to STATEMENT OF CHANGES IN BENEFICIAL OW						NERSHIP OF	Estimated a	2005 average				
Section 1	Section 16. SECURITIES								burden hou	irs per		
Form 4 or Form 5		nursuant to	Section 1	6(a) of the	Securit	ies F	vehane	ge Act of 1934,	response	0.5		
obligation	ns Section	^					-		n			
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 F	Responses)											
			2. Issuer	2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to				
			Symbol						Issuer			
			TAL Int	TAL International Group, Inc. [TAL]					(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction					_X_Director10% Owner				
C/O TAL INTERNATIONAL			(Month/Day/Year) 05/14/2009					Officer (give titleOther (specify				
GROUP, INC., 100								below) below)				
MANHATT	ANVILLE R	OAD										
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	Filed(Mon	th/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person						
PURCHASE, NY 10577								Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Securi	ities Aco	quired, Disposed of	f, or Beneficial	lly Owned		
1.Title of	2. Transaction		-						6. Ownership			
Security (Instr. 3)	(Month/Day/Y	any	on Date, if Transaction(A) or Disposed of Code (D)				d of	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
			Day/Year) (Instr. 8) (Instr. 3, 4 and 5)				5)	Owned	Indirect (I) Owner	Ownership		
								Following Reported	(Instr. 4)	(Instr. 4)		
						(A) or		Transaction(s)				
~				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	05/14/2009			А	800	А	\$ 9.79	17,800 <u>(1)</u>	D			
							9.19					
Common Stock	05/14/2009			А	1,100	А	\$ 9.88	18,900 <u>(1)</u>	D			
STOCK							7.00					

Reminder: Report on a separate line for each class of securities beneficially owned directly or 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address					
	Director	10% Owner	Officer	Other	
Lindeberg Frederic H C/O TAL INTERNATIONAL GROUP, INC. 100 MANHATTANVILLE ROAD PURCHASE, NY 10577	Х				
Signatures					
Marc Pearlin, attorney in fact for Frederic H.Lindeberg		05/15/20	09		
**Signature of Reporting Person		Date			
Evaluation of Decaucies	_				

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) Includes 2,000 shares of restricted stock granted on April 30, 2009, 1,000 shares of restricted stock granted on May 1, 2008 and vested options to purchase 10,000 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.