Edgar Filing: Pearlin Marc - Form 4

Pearlin Marc											
Form 4											
January 20, 20	012										
FORM	4									MB APPROVAL	
Check this box						OMB Number: Expires:	3235-0287 January 31,				
if no longer subject to Section 16. Form 4 or								Expired: 2005 Estimated average burden hours per response 0.5			
Form 5 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 See Instruction 1(b). See Instruction								0.0			
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Pearlin Marc			2. Issuer Name and Ticker or Trading Symbol TAL International Group, Inc. [TAL]				-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				1	(Check all applicable)			
C/O TAL INTERNATIONAL GROUP, INC., 100 MANHATTANVILLE ROAD			(Month/Day/Year) 01/18/2012					Director 10% Owner XOfficer (give titleOther (specify below)Dther (specify below) VP,General Counsel & Secretary			
	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)					
PURCHASE	, NY 10577							_X_ Form filed by 0 Form filed by N Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any	emed 3. 4. Securities 5 on Date, if TransactionAcquired (A) or Sec Code Disposed of (D) Be /Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Ow Fo (A) Tra			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	•			
Common Stock	01/18/2012			А	6,000 (1)	A	\$0	39,076	D		

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu 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	Relationships					
Reporting Owner Runner / Runness	Director	10% Owner	Officer	Other		
Pearlin Marc C/O TAL INTERNATIONAL GROUP, INC. 100 MANHATTANVILLE ROAD PURCHASE, NY 10577			VP,General Counsel & Secretary			

Signatures

<u>**</u>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) Mr. Pearlin was granted 6000 shares of restricted common stock on January 18, 2012.

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.