

VALENTINE KEVIN  
Form 3/A  
April 06, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| VALENTINE KEVIN                           |         | (Month/Day/Year)                     | TAL International Group, Inc. [TAL]                |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         |                                      | (Check all applicable)                             | 03/24/2011   |
| 100 MANHATTANVILLE ROAD                   |         |                                      | <input type="checkbox"/> Director                  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Officer        | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| PURCHASE, NY 10577                        |         |                                      | (give title below)                                 | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State) | (Zip)                                | Senior Vice President                              |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 34,096 <sup>(1)</sup>                                 | D  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                                  | Date Exercisable | Expiration Date |              | Amount or Number of Shares |       | or Indirect (I) (Instr. 5) |   |
|----------------------------------|------------------|-----------------|--------------|----------------------------|-------|----------------------------|---|
| Options to Purchase Common Stock | 12/30/2005       | 10/11/2015      | Common Stock | 5,251                      | \$ 18 | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| VALENTINE KEVIN<br>100 MANHATTANVILLE ROAD<br>PURCHASE, NY 10577 | Â             | Â         | Â Senior Vice President | Â     |

## Signatures

Marc Pearlin, attorney-in-fact for Kevin Valentine

04/06/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 19,750 shares of restricted common stock with 5,500 shares vesting on January 1, 2012, 7,500 shares vesting on January 1, 2013 and 6,750 shares vesting on January 1, 2014.

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.