TRAVELZOO INC Form 4

November 17, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

10% Owner

_ Other (specify

0.5

burden hours per response...

Estimated average

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person *

Ralph Bartel 2005 Trust

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

TRAVELZOO INC [TZOO]

3. Date of Earliest Transaction

(Month/Day/Year) 11/13/2008

5. Relationship of Reporting Person(s) to Issuer

Officer (give title

Director

(Check all applicable)

C/O FEDELTA TRUST LIMITED, 29/31 ATHOL STREET.

(State)

(First)

OMAR HOUSE BLDG

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

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

below)

ISLE OF MAN, X0 1M11LB

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) **Following** (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) (D) Price Code V Amount Azzurro 10,890 Common P 11/13/2008 8,370,550 Ι Capital Stock (1) Inc. (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
		Derivative			Securities				(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						,
						4, and 5)						
										Amount		
							Date Exercisable	Expiration Date	Title N	or		
										Number		
										of		
					Code V	(A) (D)				Shares		

X

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Ralph Bartel 2005 Trust

C/O FEDELTA TRUST LIMITED 29/31 ATHOL STREET, OMAR HOUSE BLDG ISLE OF MAN, X0 1M11LB

Signatures

/s/ Ralph Bartel, Attorney-in-Fact

**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).
 - Represents a purchase of 11,000 shares of Travelzoo Inc. common stock by Azzurro Capital Inc. in which the Ralph Bartel 2005 Trust
- (1) indirectly holds 99% of Azzurro Capital Inc. and Holger Bartel, the brother of Ralph Bartel, indirectly holds the remaining 1% of Azzurro Capital Inc. through HBT Corporation LLC.
- (2) The Reporting 10% Owner disclaims beneficial ownership of securities in excess of its 99% holdings in Azzurro Capital Inc.

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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