TRAVELZOO INC Form 4

November 21, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

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

Check this box

obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ralph Bartel 2005 Trust

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

Common

(Middle)

TRAVELZOO INC [TZOO] 3. Date of Earliest Transaction

(Check all applicable)

(Zip)

(Month/Day/Year) 11/19/2008

Director 10% Owner Officer (give title _ Other (specify below)

C/O FEDELTA TRUST LIMITED, 29/31 ATHOL STREET. **OMAR HOUSE BLDG**

(State)

(First)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

P

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

ISLE OF MAN, X0 1M11LB

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned **Following** Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Azzurro Ι Capital

11/19/2008 Stock

67,609 8,529,340 (1)

SEC 1474 (9-02)

Inc. (2)

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number.

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	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	te Amou		Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ		;		Secur	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 e Date	Title	or		
										Number		
							Lacicisable			of		
					Code V	(A) (D)				Shares		

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 68,292 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.

Reporting Owners 2