

TRAVELZOO INC
Form 4
May 16, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Ralph Bartel 2005 Trust

(Last) (First) (Middle)

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

(Street)

ISLE OF MAN, X0 1M11LB

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TRAVELZOO INC [TZOO]

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|-------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/01/2008 | | J ⁽¹⁾ | | 20 ⁽¹⁾ | A | \$ 2 | 7,741,395 | I | Azzurro Capital Inc. ⁽⁴⁾ |
| Common Stock | 05/14/2008 | | M | | 29,700 ⁽²⁾ | A | \$ 2 | 7,771,095 | I | Azzurro Capital Inc. ⁽⁴⁾ |
| Common Stock | 05/14/2008 | | M | | 4,950 ⁽⁵⁾ | A | \$ 3 | 7,776,045 | I | Azzurro Capital Inc. ⁽⁴⁾ |
| Common | 05/15/2008 | | P | | 10,494 | A | \$ 10 | 7,786,539 | I | Azzurro |

Stock (6) Capital Inc. (4)

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

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(9-02)

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 2 | 05/14/2008 | | M | 29,700 (3) | (7) 10/30/2011 | Common Stock | 29,700 |
| Stock Option (right to buy) | \$ 3 | 05/14/2008 | | M | 4,950 (5) | (7) 03/25/2012 | Common Stock | 4,950 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | 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 | | | X | |

Signatures

/s/ Ralph Bartel, 05/16/2008
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 transfer of record ownership from Holger Bartel to Azzurro Capital Inc. of 20 shares of Travelzoo Inc. common stock. The

(1) Reporting Person, through a trust, 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) Price is not applicable to transfer of shares. There were no proceeds from this transfer.

Represents an option exercise of 30,000 shares of Travelzoo Inc. common stock by Azzurro Capital Inc. in which the Reporting Person,

(3) through a trust, 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.

(4) The Reporting 10% Owner disclaims beneficial ownership of securities in excess of its 99% holdings in Azzurro Capital Inc.

Represents an option exercise of 5,000 shares of Travelzoo Inc. common stock by Azzurro Capital Inc. in which the Reporting Person,

(5) through a trust, 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.

Represents a purchase of 10,600 shares of Travelzoo Inc. common stock by Azzurro Capital Inc. in which the Reporting Person, through

(6) a trust, 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.

(7) Immediately

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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