BARTEL RALPH Form 4

May 03, 2011

FORM 4

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

Check this box

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

obligations may continue. See Instruction 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

2. Issuer Name and Ticker or Trading

TRAVELZOO INC [TZOO]

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * BARTEL RALPH

(First) (Middle) (Last)

590 MADISON AVENUE, 37TH

FLOOR

NEW YORK, NY 10222

Common

Stock

(Street)

04/29/2011

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

04/29/2011

Symbol

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

6.

I

Ownership

Indirect (I)

(Instr. 4)

(D) or

Form: Direct

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 3. Transaction(A) or Disposed of (D) Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

(A) or (D) Code V Amount

28,144 S

(Instr. 3 and 4) Price

85.31

10,308,374

Transaction(s)

5. Amount of

Securities

Following

Reported

Owned

Beneficially

Azzurro Capital

Inc.

7. Nature of

Indirect

Beneficial

Ownership (Instr. 4)

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

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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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Derivative	Deriv
Security	Secu
(Instr. 5)	Bene
	Own
	Follo
	Repo
	Trans
	(Instr
	,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTEL RALPH 590 MADISON AVENUE 37TH FLOOR NEW YORK, NY 10222	X	X		

Signatures

/s/ Ralph Bartel 05/03/2011

**Signature of Pate 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) Represents a sale of 28,144 shares of Travelzoo Inc. common stock by Azzurro Capital Inc., of which the Reporting Person indirectly holds a 100% interest, 99% of which is held through a trust.

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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