TRAVELZOO INC

Form 4

February 26, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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obligations

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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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(C:tr.)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BARTEL RALPH Issuer Symbol TRAVELZOO INC [TZOO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director _X__ 10% Owner __Other (specify X_ Officer (give title 590 MADISON AVENUE, 37TH 02/22/2008 below) **FLOOR** Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10022 Person

| (City) | (State) (2 | Table | I - Non-D | erivative S | Securi | ties Ac | quired, Disposed | of, or Beneficia | lly Owned |
|------------------------|--------------------------------------|-------------------------------|------------|--------------------------------------|-----------|--------------|----------------------------|----------------------------|--------------------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. | 4. Securi | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect |
| (Instr. 3) | (Wonth/Day/Tear) | any | Code | onAcquired (A) or Disposed of (D) | | Beneficially | (D) or | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, | 4 and | 5) | Owned Following | Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| | | | | | (A) | | Reported Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 02/22/2008 | | P(1) | 3,025 | A | \$ 10 | 7,652,432 | I | Azzurro Capital Inc. (2) |

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

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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 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. Transactio Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | of ng s | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|---|---------------|---|---|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | or Title Nu of | umber | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-------------------------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| BARTEL RALPH 590 MADISON AVENUE 37TH FLOOR NEW YORK, NY 10022 | X | X | Chief Executive Officer | | | | |

Signatures

/s/ Ralph Bartel 02/26/2008

**Signature of Pate Date Reporting Person

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 3,056 shares of Travelzoo Inc. common stock by Azzurro Capital Inc. The Reporting Person, through a trust,
- (1) indirectly holds 99% of Azzurro Capital Inc. and the brother of Ralph Bartel, indirectly holds the remaining 1% of Azzurro Capital Inc. through HBT Corporation LLC.
- (2) The Reporting Person disclaims beneficial ownership of securities in excess of his 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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