

TRAVELZOO INC
Form 4/A
August 17, 2010

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)
08/12/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
11/10/2008

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 or Price | | |
| Common Stock | 08/12/2010 | | P | | 4,950 A \$ 15.02 | I | Azzurro Capital Inc. (3) |
| Common Stock | 08/12/2010 | | P | | 9,900 A \$ 15.02 | I | Azzurro Capital Inc. (3) |
| Common Stock | 08/12/2010 | | P | | 2,062 A \$ 15 | I | Azzurro Capital Inc. (3) |
| Common Stock | 08/13/2010 | | P | | 7,838 A \$ | I | Azzurro |

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| | | | | | | | | | |
|--------------|------------|---|-------|---|----------|----------------|---|--|--------------------------|
| Stock | | | | | 15.02 | (2) | | | Capital Inc. (3) |
| Common Stock | 08/13/2010 | P | 3,365 | A | \$ 14.97 | 10,928,665 (2) | I | | Azzurro Capital Inc. (3) |
| Common Stock | 08/13/2010 | P | 2,906 | A | \$ 14.98 | 10,931,571 (2) | I | | Azzurro Capital Inc. (3) |
| Common Stock | 08/16/2010 | P | 1,616 | A | \$ 15 | 10,933,187 (2) | I | | Azzurro Capital Inc. (3) |
| Common Stock | 08/16/2010 | P | 2,972 | A | \$ 15 | 10,936,159 (2) | I | | Azzurro Capital Inc. (3) |

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)

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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,
Attorney-in-Fact

08/17/2010

__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).
- (1) This Form 4 is also being filed to correct the previously reported amount of securities beneficially owned by the Reporting Person from 10,900,489 to 10,900,550.
- (2) Represents a purchase of 5,000, 10,000, 2,083, 7,917, 3,399, 2,935, 1,632 and 3,002 shares, respectively, of Travelzoo Inc. common stock by Azzurro Capital Inc. of which the Ralph Bartel 2005 Trust holds 99%.
- (3) 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.

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