

TRAVELZOO INC

Form 4

November 06, 2006

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARTEL RALPH

(Last) (First) (Middle)

**590 MADISON AVENUE, 21ST
FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/02/2006		S ⁽¹⁾		79,200	D	\$ 31.49	7,801,570	I	TZOO Inc. ⁽⁴⁾
Common Stock	11/03/2006		S ⁽²⁾		69,300	D	\$ 31.33	7,732,270	I	TZOO Inc. ⁽⁴⁾
Common Stock	11/06/2006		S ⁽³⁾		82,863	D	\$ 31.52	7,649,407	I	TZOO Inc. ⁽⁴⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
BARTEL RALPH 590 MADISON AVENUE 21ST FLOOR NEW YORK, NY 10022	X	X	Chief Executive Officer	

Signatures

/s/ Ralph Bartel 11/06/2006

**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) Represents a sale of 80,000 shares of TZOO Inc. common stock in which the Reporting Person, through a trust, indirectly holds 99% of TZOO Inc. and the brother of Ralph Bartel, indirectly holds the remaining 1% of TZOO Inc. through HBT Corporation LLC.
- (2) Represents a sale of 70,000 shares of TZOO Inc. common stock in which the Reporting Person, through a trust, indirectly holds 99% of TZOO Inc. and the brother of Ralph Bartel, indirectly holds the remaining 1% of TZOO Inc. through HBT Corporation LLC.
- (3) Represents a sale of 83,700 shares of TZOO Inc. common stock in which the Reporting Person, through a trust, indirectly holds 99% of TZOO Inc. and the brother of Ralph Bartel, indirectly holds the remaining 1% of TZOO Inc. through HBT Corporation LLC.
- (4) The Reporting Person disclaims beneficial ownership of securities in excess of his 99% holdings in TZOO 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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