

JORDAN JEFFREY D
Form 3
May 20, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person * JORDAN JEFFREY D (Last) (First) (Middle)</p> <p>C/O OPENTABLE, INC., 799 MARKET STREET, FOURTH FLOOR (Street)</p> <p>SAN FRANCISCO, CA 94103-2048 (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year) 05/20/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol OPENTABLE INC [OPEN]</p> <p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Executive Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.0001 par value	431,829 ⁽¹⁾	I	By Family Trust ⁽²⁾
Common Stock, \$0.0001 par value	52,700	I	By GRAT ⁽³⁾
Common Stock, \$0.0001 par value	63,974	I	By GRAT ⁽⁴⁾
Common Stock, \$0.0001 par value	51,258	I	By GRAT ⁽⁵⁾
Common Stock, \$0.0001 par value	52,700	I	By Wife's GRAT ⁽⁶⁾
Common Stock, \$0.0001 par value	63,974	I	By Wife's GRAT ⁽⁷⁾
Common Stock, \$0.0001 par value	51,258	I	By Wife's GRAT ⁽⁸⁾

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

SEC 1473 (7-02)

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currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	Â (9)	07/08/2017	Common Stock	329,011	\$ 23.375	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JORDAN JEFFREY D C/O OPENTABLE, INC. 799 MARKET STREET, FOURTH FLOOR SAN FRANCISCO, CA 94103-2048	Â X	Â	Â Chief Executive Officer	Â

Signatures

/s/ Jeffrey D. Jordan 05/20/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) A portion of these shares is subject to a right of repurchase held by the Issuer.
- (2) These shares are held by Jeffrey D. Jordan and Karen A. Jordan, TTEES of the Jordan Family Revocable Trust U/A 08/25/95.
- (3) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust dated February 5, 2008.
- (4) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust II dated October 2, 2008.
- (5) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust - 2009 dated March 30, 2009.
- (6) These shares are held by Karen A. Jordan, Trustee of the Karen A. Jordan Annuity Trust dated February 5, 2008. The Reporting Person's spouse is trustee of the trust.
- (7) These shares are held by Karen A. Jordan, Trustee of the Karen A. Jordan Annuity Trust II dated October 2, 2008. The Reporting Person's spouse is trustee of the trust.
- (8) These shares are held by Karen A. Jordan, Trustee of the Karen A. Jordan Annuity Trust - 2009 dated March 30, 2009. The Reporting Person's spouse is trustee of the trust.
- (9) The shares vest pursuant to the following schedule: 1/48th of the shares subject to the option vest monthly from June 1, 2007 through May 31, 2011, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates.

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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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