

JORDAN JEFFREY D  
Form 4  
January 20, 2011

**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 \*  
JORDAN JEFFREY D

(Last) (First) (Middle)

C/O OPENTABLE, INC., 799  
MARKET STREET, 4TH FLOOR

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
OPENTABLE INC [OPEN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/18/2011

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)  
President & CEO

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	(D)	Price		
Common Stock	01/18/2011		M		15,000	A	\$ 23.375 15,000	D	
Common Stock	01/18/2011		S <sup>(11)</sup>		11,085	D	\$ 78.5726 3,915 (1)	D	
Common Stock	01/18/2011		S <sup>(11)</sup>		3,915	D	\$ 79.2492 0 (2)	D	
Common Stock	01/18/2011		S <sup>(11)</sup>		9,596	D	\$ 78.5783 322,468 (3)	I	By Family Trust <sup>(12)</sup>

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Common Stock	01/18/2011	S <sup>(11)</sup>	3,404	D	\$ 79.2703 (4)	319,064	I	By Family Trust <sup>(12)</sup>
Common Stock	01/18/2011	S <sup>(11)</sup>	1,800	D	\$ 78.67 (5)	32,174	I	By Grat B <sup>(13)</sup>
Common Stock	01/18/2011	S <sup>(11)</sup>	200	D	\$ 79.305 (6)	31,974	I	By Grat B <sup>(13)</sup>
Common Stock	01/18/2011	S <sup>(11)</sup>	1,500	D	\$ 78.6742 (7)	34,008	I	By Grat C <sup>(14)</sup>
Common Stock	01/18/2011	S <sup>(11)</sup>	1,600	D	\$ 78.5906 (8)	32,374	I	By Wife's Grat B <sup>(15)</sup>
Common Stock	01/18/2011	S <sup>(11)</sup>	400	D	\$ 79.2525 (9)	31,974	I	By Wife's Grat B <sup>(15)</sup>
Common Stock	01/18/2011	S <sup>(11)</sup>	1,500	D	\$ 78.716 (10)	34,008	I	By Wife's Grat C <sup>(16)</sup>

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

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(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 Security (Instr. 3 and 4)
Stock Options	\$ 23.375	01/18/2011		M	15,000	06/01/2007 <sup>(17)</sup> 07/08/2017	Common Stock 15,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

JORDAN JEFFREY D  
C/O OPENTABLE, INC.  
799 MARKET STREET, 4TH FLOOR  
SAN FRANCISCO, CA 94103

X

President & CEO

## Signatures

/s/ Jeffrey D.  
Jordan

01/20/2011

\_\_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) The transaction was executed in multiple trades in prices ranging from \$78.03 to \$79.03, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
  - (2) The transaction was executed in multiple trades in prices ranging from \$79.04 to \$79.86, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
  - (3) The transaction was executed in multiple trades in prices ranging from \$78.01 to \$79.01, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
  - (4) The transaction was executed in multiple trades in prices ranging from \$79.06 to \$79.86, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
  - (5) The transaction was executed in multiple trades in prices ranging from \$78.21 to \$79.21, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
  - (6) The transaction was executed in multiple trades in prices ranging from \$79.24 to \$79.37, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
  - (7) The transaction was executed in multiple trades in prices ranging from \$78.22 to \$78.6742, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
  - (8) The transaction was executed in multiple trades in prices ranging from \$78.08 to \$79.08, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
  - (9) The transaction was executed in multiple trades in prices ranging from \$79.16 to \$79.29, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
  - (10) The transaction was executed in multiple trades in prices ranging from \$78.33 to \$79.22, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
  - (11) The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 16, 2010.
  - (12) These shares are held by Jeffrey D. Jordan and Karen A. Jordan, TTEES of the Jordan Family Revocable Trust U/A 08/25/95.
  - (13) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust II dated October 2, 2008.

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- (14) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust - 2009 dated March 30, 2009.
- (15) 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.
- (16) 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.

- The shares vest pursuant to the following schedule: 1/48th of the shares subject to the option vest monthly from June 1, 2007 through
- (17) May 31, 2011, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates.

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.