

JORDAN JEFFREY D
Form 4
April 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O OPENTABLE, INC., 799
MARKET STREET, 4TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
04/18/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)
SAN FRANCISCO, CA 94103

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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					319,192	I	By Family Trust ⁽¹⁾
Common Stock	04/18/2011		S ⁽²⁾		400	D	\$ <u>102.465</u> ⁽³⁾ 27,574
Common Stock	04/18/2011		S ⁽²⁾		900	D	\$ <u>103.8044</u> ⁽⁴⁾ 26,674
Common Stock	04/18/2011		S ⁽²⁾		200	D	\$ <u>104.24</u> ⁽⁵⁾ 26,474

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Common Stock	04/18/2011	<u>S⁽²⁾</u>	200	D	\$ <u>106.174</u> (6)	26,274	I	(21) By GRAT II (21)
Common Stock	04/18/2011	<u>S⁽²⁾</u>	300	D	\$ <u>107.33</u> (7)	25,974	I	By GRAT II (21)
Common Stock	04/18/2011	<u>S⁽²⁾</u>	400	D	\$ <u>102.5875</u> (8)	30,608	I	By GRAT III (22)
Common Stock	04/18/2011	<u>S⁽²⁾</u>	700	D	\$ <u>103.8629</u> (9)	29,908	I	By GRAT III (22)
Common Stock	04/18/2011	<u>S⁽²⁾</u>	200	D	\$ <u>105.83</u> (10)	29,708	I	By GRAT III (22)
Common Stock	04/18/2011	<u>S⁽²⁾</u>	200	D	\$ <u>107.18</u> (11)	29,508	I	By GRAT III (22)
Common Stock	04/18/2011	<u>S⁽²⁾</u>	300	D	\$ <u>102.27</u> (12)	27,674	I	By Wife's GRAT II (23)
Common Stock	04/18/2011	<u>S⁽²⁾</u>	700	D	\$ <u>103.6279</u> (13)	26,974	I	By Wife's GRAT II (23)
Common Stock	04/18/2011	<u>S⁽²⁾</u>	500	D	\$ <u>104.126</u> (14)	26,474	I	By Wife's GRAT II (23)
Common Stock	04/18/2011	<u>S⁽²⁾</u>	200	D	\$ <u>105.8925</u> (15)	26,274	I	By Wife's GRAT II (23)
Common Stock	04/18/2011	<u>S⁽²⁾</u>	300	D	\$ <u>107.2</u> (16)	25,974	I	By Wife's GRAT II (23)
Common Stock	04/18/2011	<u>S⁽²⁾</u>	400	D	\$ <u>102.57</u> (17)	30,608	I	By Wife's GRAT III (24)
Common Stock	04/18/2011	<u>S⁽²⁾</u>	700	D	\$ <u>103.9161</u> (18)	29,908	I	By Wife's GRAT III (24)
Common Stock	04/18/2011	<u>S⁽²⁾</u>	200	D	\$ <u>105.665</u> (19)	29,708	I	By Wife's GRAT III (24)

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Common 04/18/2011 S(2) 200 D \$ 107.21 29,508 I By Wife's
 Stock (20) (24)
 GRAT III

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.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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/ John J. Orta as Attorney in Fact for Mr. Jordan 04/20/2011
 **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) These shares are held by Jeffrey D. Jordan and Karen A. Jordan, TTEES of the Jordan Family Revocable Trust U/A 08/25/95.
- (2) 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.

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The transaction was executed in multiple trades in prices ranging from \$106.98 to \$107.44, 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.

- (21) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust II dated October 2, 2008.
- (22) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust - 2009 dated March 30, 2009.
- (23) 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.
- (24) 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.

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.