

JORDAN JEFFREY D  
 Form 4  
 May 04, 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)  
**05/02/2011**

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					319,192	I	By Family Trust <sup>(1)</sup>
Common Stock					25,974	I	By GRAT B <sup>(2)</sup>
Common Stock					29,508	I	By GRAT C <sup>(3)</sup>
Common Stock					25,974	I	By Wife's GRAT B <sup>(4)</sup>
Common Stock					29,508	I	By Wife's GRAT C

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 Securities (Instr. 3 and 4)
Stock Option	\$ 24.97	05/02/2011		J <sup>(6)</sup>	171,200	07/01/2011 <sup>(6)</sup> 01/21/2020	Common Stock 171,200

## 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/ Jeffrey D.  
Jordan 05/04/2011

\*\*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) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust II dated October 2, 2008.
- (3) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust - 2009 dated March 30, 2009.
- (4) 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.

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- (5) 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 reported transaction involved an amendment of an outstanding option. The option was originally granted on January 22, 2010 and provided for vesting in 24 successive and equal monthly installments measured from June 2, 2011. Pursuant to the amendment, effective

- (6) as of June 1, 2011, 171,200 shares subject to the option will automatically be cancelled. The remaining 42,800 shares subject to the option will vest and become exercisable in substantially equal installments on each of the first 24 monthly anniversaries of June 1, 2011, such that 100% of the remaining shares subject to the option will vest in full and be exercisable on June 1, 2013, subject to the Reporting Person's continued service to the Issuer through each vesting date.

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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