

JORDAN JEFFREY D  
Form 4  
April 20, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 <sup>(1)</sup>                        |   |                            |
| Common Stock                    | 04/18/2011                           |  | S <sup>(2)</sup>               | 400   | D   | \$ 102.465 <sup>(3)</sup>                                | 27,574  | I | By GRAT II <sup>(21)</sup> |
| Common Stock                    | 04/18/2011                           |  | S <sup>(2)</sup>               | 900   | D   | \$ 103.8044 <sup>(4)</sup>                               | 26,674  | I | By GRAT II <sup>(21)</sup> |
| Common Stock                    | 04/18/2011                           |  | S <sup>(2)</sup>               | 200   | D   | \$ 104.24 <sup>(5)</sup>                                 | 26,474  | I | By GRAT II                 |

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

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

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.** SEC 1474 (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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| JORDAN JEFFREY D<br>C/O OPENTABLE, INC.<br>799 MARKET STREET, 4TH FLOOR<br>SAN FRANCISCO, CA 94103 | X             |           | President & CEO |       |

## Signatures

/s/ John J. Orta as Attorney in Fact for Mr. Jordan  
Date: 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.