

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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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	\$ 102.465 ⁽³⁾	27,574	I	By GRAT II ⁽²¹⁾
Common Stock	04/18/2011		S ⁽²⁾	900	D	\$ 103.8044 ⁽⁴⁾	26,674	I	By GRAT II ⁽²¹⁾
Common Stock	04/18/2011		S ⁽²⁾	200	D	\$ 104.24 ⁽⁵⁾	26,474	I	By GRAT II

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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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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.