

ROBERTS MATTHEW

Form 4

April 05, 2010

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 *
ROBERTS MATTHEW

(Last) (First) (Middle)

C/O OPENTABLE, INC., 799
MARKET STREET, FOURTH
FLOOR

(Street)

SAN FRANCISCO, CA 94103-2048

(City) (State) (Zip)

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

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

04/01/2010

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)

Chief Financial Officer

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)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$0.0001 par value	04/01/2010		S ⁽¹⁾		2,000 D \$ 36.68 (2)	I	By Trust (3)
Common Stock, \$0.0001 par value	04/01/2010		S ⁽¹⁾		5,449 D \$ 36.3 (4)	I	By GRAT (5)
Common Stock, \$0.0001						I	By GRAT (6)

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- (3) These shares are held by the Roberts Family Trust, dated April 24, 2008.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.87 to \$37.94, inclusive.
- (5) These shares are held by the Matthew Roberts Annuity Trust, dated April 24, 2008. Mr. Roberts disclaims beneficial ownership of the shares held by the Matthew Roberts Annuity Trust, dated April 24, 2008.
- (6) These shares are held by Matthew John Roberts 2009 Annuity Trust, U/D/T dated April 8, 2009. Mr. Roberts disclaims beneficial ownership of the shares held by the Matthew Roberts 2009 Annuity Trust, U/D/T dated April 8, 2009.

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.