

Dodson Michael E.
Form 4
December 03, 2010

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 *
Dodson Michael E.

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

C/O OPENTABLE, INC., 799 MARKET STREET, 4TH FLOOR

Senior Vice President, Sales

(Street)

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

SAN FRANCISCO, CA 94103

(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	12/01/2010		M		13,521	A	\$ 4.875 13,521
Common Stock	12/01/2010		S ⁽¹⁾		13,521	D	\$ 72.0467 0
Common Stock	12/01/2010		M		6,079	A	\$ 4.875 6,079
Common Stock	12/01/2010		S ⁽¹⁾		6,079	D	\$ 73.1346 0
	12/01/2010		M		2,900	A	\$ 4.875 2,900

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Common Stock									
Common Stock	12/01/2010	S ⁽¹⁾	2,900	D	\$ 74.4724 (4)	0		D	
Common Stock	12/01/2010	M	1,500	A	\$ 4.875	1,500		D	
Common Stock	12/01/2010	S ⁽¹⁾	1,500	D	\$ 75.298 (5)	0		D	
Common Stock	12/01/2010	S ⁽⁸⁾	4,500	D	\$ 72.2832 (9)	7,600		I	By Trust (7)
Common Stock	12/01/2010	S ⁽⁸⁾	1,700	D	\$ 73.2894 (10)	5,900		I	By Trust (7)
Common Stock	12/01/2010	S ⁽⁸⁾	1,000	D	\$ 74.5819 (11)	4,900		I	By Trust (7)
Common Stock	12/01/2010	S ⁽⁸⁾	300	D	\$ 75.44 (12)	4,600		I	By Trust (7)

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)	Amount or Number of Shares
Stock Option	\$ 4.875	12/01/2010		M	13,521	03/20/2007 ⁽⁶⁾ 02/04/2017	Common Stock	13,521
Stock Option	\$ 4.875	12/01/2010		M	6,079	03/20/2007 ⁽⁶⁾ 02/04/2017	Common Stock	6,079
	\$ 4.875	12/01/2010		M	2,900	03/20/2007 ⁽⁶⁾ 02/04/2017		2,900

Stock Option								Common Stock	
Stock Option	\$ 4.875	12/01/2010	M	1,500	03/20/2007 ⁽⁶⁾	02/04/2017		Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dodson Michael E. C/O OPENTABLE, INC. 799 MARKET STREET, 4TH FLOOR SAN FRANCISCO, CA 94103			Senior Vice President, Sales	

Signatures

/s/ Michael E.
Dodson

12/03/2010

**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) The sales reported in the Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person on December 11, 2009 and September 16, 2010.
- (2) The transaction was executed in multiple trades in prices ranging from \$71.57 to \$72.51, 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.
- (3) The transaction was executed in multiple trades in prices ranging from \$72.59 to \$73.58, 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.
- (4) The transaction was executed in multiple trades in prices ranging from \$73.96 to \$74.87, 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.
- (5) The transaction was executed in multiple trades in prices ranging from \$75.05 to \$75.64, 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.
- (6) The shares vest pursuant to the following schedule: 3,000 of the shares subject to the option vest monthly from February 20, 2007 through August 19, 2007 and 1,333 of the shares subject to the option vest monthly from August 20, 2007 through August 19, 2010 and 3,000 of the shares subject to the option vest monthly from August 10, 2010 through February 19, 2012, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates.
- (7) These shares are held by Michael E. Dodson and Jessica R. Dodson, as trustees of the Dodson Family Trust, under agreement dated February 19, 2009.
- (8) 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.
- (9) The transaction was executed in multiple trades in prices ranging from \$71.99 to \$72.98, 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.

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(10) The transaction was executed in multiple trades in prices ranging from \$73.00 to \$73.89, 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.

(11) The transaction was executed in multiple trades in prices ranging from \$74.36 to \$74.88, 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.

(12) The transaction was executed in multiple trades in prices ranging from \$75.37 to \$75.48, 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.

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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