Dodson Michael E.
Form 4
March 03, 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 *
Dodson Michael E.

(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)
03/01/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President, Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2011		M		2,900	A	$ 4.875	2,900	D	
Common Stock	03/01/2011		S(5)		500	D	$ 83.612 (1)	2,400	D	
Common Stock	03/01/2011		S(5)		1,600	D	$ 84.585 (2)	800	D	
Common Stock	03/01/2011		S(5)		600	D	$ 85.5483 (3)	200	D	
Common Stock	03/01/2011		S(5)		200	D	$ 87.62 (4)	0	D	

Common Stock	4,600	I	By Trust (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	$ 4.875	03/01/2011		M			2,900	03/20/2007(7)	02/04/2017	Common Stock	2,900

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	03/03/2011
**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) The transaction was executed in multiple trades in prices ranging from $83.10 to $83.83, 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.

(2) The transaction was executed in multiple trades in prices ranging from $84.11 to $84.96, 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 $85.12 to $85.97, 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 $87.22 to $88.02, 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 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.

(6) 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.

(7) 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.

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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