

ROBERTS MATTHEW  
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 \*  
ROBERTS MATTHEW

(Last) (First) (Middle)

C/O OPENTABLE, INC., 799  
MARKET ST., 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)  
12/01/2010

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 Indirect Beneficial Ownership (Instr. 4) |       |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------|---|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |       |   |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |       |   |  |
| Common Stock                    | 12/01/2010                           |  | M                              |   | 3,978   | A  | \$ 1.5  | 3,978 | D |  |
| Common Stock                    | 12/01/2010                           |  | S <sup>(1)</sup>               |   | 3,978   | D  | \$ 72.2979  | 0     | D |  |
| Common Stock                    | 12/01/2010                           |  | M                              |   | 1,421   | A  | \$ 1.5  | 1,421 | D |  |
| Common Stock                    | 12/01/2010                           |  | S <sup>(1)</sup>               |   | 1,421   | D  | \$ 73.2601  | 0     | D |  |
|                                 | 12/01/2010                           |  | M                              |   | 851   | A  | \$ 1.5  | 851   | D |  |

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|              |            |                  |     |   |            |     |   |
|--------------|------------|------------------|-----|---|------------|-----|---|
| Common Stock |            |                  |     |   |            |     |   |
| Common Stock | 12/01/2010 | S <sup>(1)</sup> | 851 | D | \$ 74.4837 | 0   | D |
|              |            |                  |     |   | <u>(4)</u> |     |   |
| Common Stock | 12/01/2010 | M                | 200 | A | \$ 1.5     | 200 | D |
| Common Stock | 12/01/2010 | S <sup>(1)</sup> | 200 | D | \$ 75.235  | 0   | D |
|              |            |                  |     |   | <u>(5)</u> |     |   |
| Common Stock | 12/01/2010 | M                | 100 | A | \$ 1.5     | 100 | D |
| Common Stock | 12/01/2010 | S <sup>(1)</sup> | 100 | D | \$ 76.28   | 0   | D |

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

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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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares |
| Stock Option                               | \$ 1.5   | 12/01/2010                           |  | M                              | 3,978   | 06/16/2006 <sup>(6)</sup> 08/08/2015                     | Common Stock  | 3,978                      |
| Stock Option                               | \$ 1.5   | 12/01/2010                           |  | M                              | 1,421   | 06/16/2006 <sup>(6)</sup> 08/08/2015                     | Common Stock  | 1,421                      |
| Stock Option                               | \$ 1.5   | 12/01/2010                           |  | M                              | 851   | 06/16/2006 <sup>(6)</sup> 08/08/2015                     | Common Stock  | 851                        |
| Stock Option                               | \$ 1.5   | 12/01/2010                           |  | M                              | 200   | 06/16/2006 <sup>(6)</sup> 08/08/2015                     | Common Stock  | 200                        |
| Stock Option                               | \$ 1.5   | 12/01/2010                           |  | M                              | 100   | 06/16/2006 <sup>(6)</sup> 08/08/2015                     | Common Stock  | 100                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| ROBERTS MATTHEW<br>C/O OPENTABLE, INC.<br>799 MARKET ST., 4TH FLOOR<br>SAN FRANCISCO, CA 94103 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Matthew J.  
Roberts

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 a Rule 10b5-1 trading plan adopted by the Reporting Person on December 11, 2009.
- The transaction was executed in multiple trades in prices ranging from \$72.00 to \$72.99, inclusive. The price reported in Column 4 above
- (2) 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.
- The transaction was executed in multiple trades in prices ranging from \$73.00 to \$73.65, inclusive. The price reported in Column 4 above
- (3) 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.
- The transaction was executed in multiple trades in prices ranging from \$74.13 to \$74.73, inclusive. The price reported in Column 4 above
- (4) 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.
- The transaction was executed in multiple trades in prices ranging from \$75.15 to \$75.32, inclusive. The price reported in Column 4 above
- (5) 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.
- The initial option was for 134,933 shares, 66,666 of which were immediately exercisable, an additional 66,666 were immediately exercisable on December 31, 2005 and the remaining 1,601 were immediately exercisable on December 31, 2006. The shares vest
- (6) pursuant to the following schedule: 25% of the shares subject to the option vest on the first anniversary of the vesting commencement date and 1/48th of the shares subject to the option vest on each monthly anniversary of the vesting commencement date thereafter, 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. 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.