Brown Joel T.
Form 4
February 03, 2011

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brown Joel T.

(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)
02/01/2011

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 VP, Operations

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 | 02/01/2011 | | M | | 2,000 | A | $ 4.875 | 2,000 | D | |
| Common Stock | 02/01/2011 | | S(1) | | 2,000 | D | $ 82 | 0 | D | |
| Common Stock | | | | | | | | 1,000 | I | By Trust (3) |

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

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**number.**

**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 | 02/01/2011 | | M | | | 2,000 | 03/20/2007(2) | 02/04/2017 | Common Stock | 2,000 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Brown Joel T.<br>C/O OPENTABLE, INC.<br>799 MARKET STREET, 4TH FLOOR<br>SAN FRANCISCO, CA 94103 | | | Senior VP, Operations | |

# Signatures

| /s/ Joel T. Brown | 02/03/2011 |
|---|---|
| **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 sale reported in the Form 4 was effected pursuant to a Rule 10b5 1 trading plan adopted by the Reporting Person on November 24, 2010.

**(2)** The original option was for 120,000 shares, 32,000 of which were immediately exercisable. 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 2,333 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 20, 2010 through February 19, 2011, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates.

**(3)** These shares are held by Joel T. Brown and Lorraine D. Brown, or Their Successor(s), Trustees UTA dated October 27, 1998.

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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