

Dodson Michael E.
Form 4
January 26, 2010

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dodson Michael E.

(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)
01/22/2010

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 ____ Other (specify
below) 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. 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) |
|-------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, \$0.0001 par value | | | | | 174,600 ⁽¹⁾ | I | By Trust ⁽²⁾ |

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
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SEC 1474
(9-02)

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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) | 8. Amount or Number of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock Option (right to buy) | \$ 24.97 | 01/22/2010 | | A | 72,000 | (3) 01/21/2020 | Common Stock | 72,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------------------|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dodson Michael E. C/O OPENTABLE, INC. 799 MARKET STREET, FOURTH FLOOR SAN FRANCISCO, CA 94103-2048 | | | Senior Vice President, Sales | |

Signatures

/s/ Michael E.
Dodson 01/26/2010
 **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) A portion of these shares is subject to a right of repurchase held by the Issuer.

(2) 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. Shares were transferred from direct to indirect ownership effective November 19, 2009.

The shares subject to the option will vest and become exercisable in 24 successive and equal monthly installments measured from February 20, 2012, such that 100% of the shares subject to the option will vest in full and be exercisable on the second anniversary of February 20, 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. 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.