

Dodson Michael E.  
Form 4  
February 17, 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

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(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)  
02/12/2010

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)  
SVP, 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 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, \$0.0001 par value	02/12/2010		M		6,900	A	\$ 4.875 6,900
Common Stock, \$0.0001 par value	02/12/2010		S <sup>(1)</sup>		6,900	D	\$ (2) 30.639 0
Common Stock, \$0.0001							174,600 <sup>(3)</sup>
						I	By Trust (4)

par value

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.**

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)	8. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.875	02/12/2010		M	6,900	<u>(5)</u>	02/04/2017	Common Stock	6,900

## 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			SVP, Sales	

## Signatures

/s/ John J. Orta as Attorney-in-Fact for Mr.  
Dodson 02/16/2010

\_\_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 sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 11, 2009.

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- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.60 to \$30.78, inclusive.
- (3) A portion of these shares is subject to a right of repurchase held by the Issuer.
- (4) 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.

- 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 20, 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.
- (5)

### Remarks:

See attached continuation page for footnotes.

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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