

Brown Joel T.
Form 4
March 03, 2010

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 *
Brown Joel T.

2. Issuer Name and Ticker or Trading Symbol
OPENTABLE INC [OPEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O OPENTABLE, INC., 799
MARKET STREET, FOURTH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2010

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Senior V.P., Operations

(Street)
SAN FRANCISCO, CA 94103-2048

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | | | 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) | |
|----------------------------------|--------------------------------------|--|---------------------|---|--------|---|---|--|-----------------------------------|--------------|
| | | | Code | V | Amount | | | | | (A) or (D) |
| Common Stock, \$0.0001 par value | 03/01/2010 | | M | | 8,000 | A | \$ 4.875 | 8,000 | D | |
| Common Stock, \$0.0001 par value | 03/01/2010 | | S ⁽¹⁾ | | 8,000 | D | \$ 33.71 (2) | 0 | D | |
| Common Stock, \$0.0001 | 03/01/2010 | | S ⁽¹⁾ | | 11,000 | D | \$ 33.72 (3) | 159,599 (4) | I | By Trust (5) |

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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.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.43 to \$34.25, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.35 to \$34.25, inclusive.
- (4) A portion of these shares is subject to a right of repurchase held by the Issuer.
- (5) These shares are held by the Joel T. Brown and Lorraine D. Brown, or their Successor(s), Trustees UTA dated October 27, 1998.

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.

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.