

McCullough Charles Norman
 Form 4
 May 05, 2011

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 *
 McCullough Charles Norman

(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)
 05/03/2011

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)
 Sr. V.P., Engineering

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)
Common Stock	05/03/2011		M	A	\$ 4.875 2,500	D	
Common Stock	05/03/2011		S ⁽¹²⁾	D	\$ 105.1607 1,900 (1)	D	
Common Stock	05/03/2011		S ⁽¹²⁾	D	\$ 106.0767 1,600 (2)	D	
Common Stock	05/03/2011		S ⁽¹²⁾	D	\$ 108.8738 800 (3)	D	

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Common Stock	05/03/2011	S ⁽¹²⁾	300	D	\$ (4)	110.0733 500	D	
Common Stock	05/03/2011	S ⁽¹²⁾	300	D	\$ (5)	111.8567 200	D	
Common Stock	05/03/2011	S ⁽¹²⁾	200	D	\$ (6)	113.465 0	D	
Common Stock	05/03/2011	S ⁽¹²⁾	469	D	\$ (7)	105.186 18,317	I	By Family Trust ⁽¹³⁾
Common Stock	05/03/2011	S ⁽¹²⁾	131	D	\$ (8)	105.8347 18,186	I	By Family Trust ⁽¹³⁾
Common Stock	05/03/2011	S ⁽¹²⁾	100	D	\$	106.87 18,086	I	By Family Trust ⁽¹³⁾
Common Stock	05/03/2011	S ⁽¹²⁾	600	D	\$ (9)	108.74 17,486	I	By Family Trust ⁽¹³⁾
Common Stock	05/03/2011	S ⁽¹²⁾	300	D	\$ (10)	109.9101 17,186	I	By Family Trust ⁽¹³⁾
Common Stock	05/03/2011	S ⁽¹²⁾	200	D	\$ (11)	111.975 16,986	I	By Family Trust ⁽¹³⁾
Common Stock	05/03/2011	S ⁽¹²⁾	200	D	\$	113.36 16,786	I	By Family Trust ⁽¹³⁾

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

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option		\$ 4.875		05/03/2011	M	2,500	12/01/2007 ⁽¹⁴⁾ 02/04/2017	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCullough Charles Norman C/O OPENTABLE, INC. 799 MARKET STREET, 4TH FLOOR SAN FRANCISCO, CA 94103			Sr. V.P., Engineering	

Signatures

/s/ Charles N.
McCullough

05/05/2011

**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 transaction was executed in multiple trades in prices ranging from \$104.65 to \$105.45 inclusive. The price reported in Column 4 above 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.
 - (2) The transaction was executed in multiple trades in prices ranging from \$105.74 to \$106.58 inclusive. The price reported in Column 4 above 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.
 - (3) The transaction was executed in multiple trades in prices ranging from \$108.48 to \$109.35 inclusive. The price reported in Column 4 above 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.
 - (4) The transaction was executed in multiple trades in prices ranging from \$109.94 to \$110.25 inclusive. The price reported in Column 4 above 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.
 - (5) The transaction was executed in multiple trades in prices ranging from \$111.51 to \$112.19 inclusive. The price reported in Column 4 above 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.
 - (6) The transaction was executed in multiple trades in prices ranging from \$113.30 to \$113.63 inclusive. The price reported in Column 4 above 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.
 - (7) The transaction was executed in multiple trades in prices ranging from \$104.72 to \$105.67 inclusive. The price reported in Column 4 above 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.
 - (8)

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The transaction was executed in multiple trades in prices ranging from \$105.74 to \$106.14 inclusive. The price reported in Column 4 above 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.

(9) The transaction was executed in multiple trades in prices ranging from \$108.22 to \$109.14 inclusive. The price reported in Column 4 above 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.

(10) The transaction was executed in multiple trades in prices ranging from \$109.60 to \$110.10 inclusive. The price reported in Column 4 above 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.

(11) The transaction was executed in multiple trades in prices ranging from \$111.96 to \$111.99 inclusive. The price reported in Column 4 above 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.

(12) The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 16, 2010.

(13) These shares are held by the Charles McCullough and Carol McCullough Joint Living Trust.

(14) The original option was for 108,000 shares, 22,000 of which were immediately exercisable. The shares vest pursuant to the following schedule: 2,000 of the shares subject to the option vest monthly from November 1, 2007 through January 31, 2010 and 3,000 of the shares subject to the option vest monthly from February 1, 2010 through January 31, 2011 and 2,000 of the shares subject to the option vest monthly from February 1, 2011 through October 31, 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.