JORDAN JEFFREY D

Form 4 June 20, 2011

FORM 4

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

Check this box

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JORDAN JEFFREY D Issuer Symbol OPENTABLE INC [OPEN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director Officer (give title C/O OPENTABLE, INC., 799 06/16/2011 below) MARKET STREET, 4TH FLOOR

(Street)

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

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

OMB APPROVAL

10% Owner _ Other (specify

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SAN FRANCISCO, CA 94103

(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)	Code (Instr. 8)	4. Securities Acquired (A) nor Disposed of (D) (Instr. 3, 4 and 5) (A) or			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			Code V	Amount	(D)	Price	319,192	I	By Family Trust (1)	
Common Stock	06/16/2011		S(19)	500	D	\$ 76.546 (6)	23,474	I	By GRAT B (2)	
Common Stock	06/16/2011		S(19)	400	D	\$ 77.61 (7)	23,074	I	By GRAT B (2)	
Common Stock	06/16/2011		S(19)	1,000	D	\$ 78.74 (8)	22,074	I	By GRAT B (2)	
Common Stock	06/16/2011		S(19)	100	D	\$ 79.37	21,974	I	By GRAT B (2)	

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Common Stock	06/16/2011	S(19)	600	D	\$ 76.9117	27,408	I	By GRAT C (3)
Common Stock	06/16/2011	S(19)	700	D	\$ 78.6529 (10)	26,708	I	By GRAT C (3)
Common Stock	06/16/2011	S(19)	200	D	\$ 79.275 (11)	26,508	I	By GRAT C (3)
Common Stock	06/16/2011	S(19)	400	D	\$ 76.4625 (12)	23,574	I	By Wife's GRAT B
Common Stock	06/16/2011	S(19)	500	D	\$ 77.442 (13)	23,074	I	By Wife's GRAT B
Common Stock	06/16/2011	S(19)	900	D	\$ 78.6711 (14)	22,174	I	By Wife's GRAT B
Common Stock	06/16/2011	S(19)	200	D	\$ 79.36 (15)	21,974	I	By Wife's GRAT B
Common Stock	06/16/2011	S(19)	500	D	\$ 76.824 (16)	27,508	I	By Wife's GRAT C
Common Stock	06/16/2011	S(19)	500	D	\$ 78.212 (17)	27,008	I	By Wife's GRAT C
Common Stock	06/16/2011	S(19)	500	D	\$ 79.072 (18)	26,508	I	By Wife's GRAT C

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable D

Expiration Title Amount Date or

or Number of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JORDAN JEFFREY D C/O OPENTABLE, INC. 799 MARKET STREET, 4TH FLOOR SAN FRANCISCO, CA 94103

X

Signatures

/s/ Matthew J. Roberts as Attorney in Fact for Mr. Jordan

06/20/2011

**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) These shares are held by Jeffrey D. Jordan and Karen A. Jordan, TTEES of the Jordan Family Revocable Trust U/A 08/25/95.
- (2) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust II dated October 2, 2008.
- (3) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust 2009 dated March 30, 2009.
- (4) These shares are held by Karen A. Jordan, Trustee of the Karen A. Jordan Annuity Trust II dated October 2, 2008. The Reporting Person's spouse is trustee of the trust.
- (5) These shares are held by Karen A. Jordan, Trustee of the Karen A. Jordan Annuity Trust 2009 dated March 30, 2009. The Reporting Person's spouse is trustee of the trust.
- The transaction was executed in multiple trades in prices ranging from \$75.98 to \$76.93 inclusive. The price reported in Column 4

 (6) 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.
- The transaction was executed in multiple trades in prices ranging from \$77.18 to \$77.87 inclusive. The price reported in Column 4
 (7) 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.
- The transaction was executed in multiple trades in prices ranging from \$78.33 to \$79.33 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.
- The transaction was executed in multiple trades in prices ranging from \$76.40 to \$77.33 inclusive. The price reported in Column 4

 (9) 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.
- The transaction was executed in multiple trades in prices ranging from \$78.18 to \$79.18 inclusive. The price reported in Column 4 (10) 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.

Reporting Owners 3

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- The transaction was executed in multiple trades in prices ranging from \$79.25 to \$79.30 inclusive. The price reported in Column 4 (11) 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.
- The transaction was executed in multiple trades in prices ranging from \$75.97 to \$76.92 inclusive. The price reported in Column 4 (12) 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.
- The transaction was executed in multiple trades in prices ranging from \$76.99 to \$77.85 inclusive. The price reported in Column 4 (13) 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.
- The transaction was executed in multiple trades in prices ranging from \$78.32 to \$79.13 inclusive. The price reported in Column 4 (14) 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.
- The transaction was executed in multiple trades in prices ranging from \$79.33 to \$79.39 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.
- The transaction was executed in multiple trades in prices ranging from \$76.40 to \$77.14 inclusive. The price reported in Column 4

 (16) 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.
- The transaction was executed in multiple trades in prices ranging from \$77.56 to \$78.56 inclusive. The price reported in Column 4

 (17) 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.
- The transaction was executed in multiple trades in prices ranging from \$78.58 to \$79.30 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.
- (19) 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.

Remarks:

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.