McCullough Charles Norman

Form 4 April 07, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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may continue.

See Instruction

Check this box

if no longer

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * McCullough Charles Norman

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Senior V.P., Engineering

6. Individual or Joint/Group Filing(Check

below)

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

04/05/2010

OPENTABLE INC [OPEN]

Director _X__ Officer (give title below)

10% Owner Other (specify

C/O OPENTABLE, INC., 799 MARKET STREET, FOURTH **FLOOR**

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

SAN FRANCISCO, CA 94103-2048

(Street)

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Stock, \$0.0001 par value	04/05/2010		M	5,834	A	\$ 4.875	5,834	D	
Common Stock, \$0.0001 par value	04/05/2010		S <u>(1)</u>	5,834	D	\$ 37.027 (2)	0	D	
Common Stock, \$0.0001							170,960 (3)	I	By Trust

par value

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

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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. Transactic Code (Instr. 8)	5. Number proof 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)		3 3 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 4.875	04/05/2010		M		5,834	<u>(5)</u>	02/04/2017	Common Stock	5,834	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McCullough Charles Norman C/O OPENTABLE, INC. 799 MARKET STREET, FOURTH FLOOR SAN FRANCISCO, CA 94103-2048

Senior V.P., Engineering

Signatures

/s/ Charles N. 04/07/2010 McCullough

**Signature of Reporting 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)

Reporting Owners 2

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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 \$36.15 to \$37.695, inclusive.
- (3) A portion of these shares is subject to a right of repurchase held by the Issuer.
- (4) These shares are held by The Charles McCullough and Carol McCullough Joint Living Trust.
 - 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
- (5) 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.