

ROBERTS MATTHEW
Form 4/A
April 23, 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 *
ROBERTS MATTHEW

(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)
04/20/2010

4. If Amendment, Date Original Filed(Month/Day/Year)
04/22/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Financial Officer

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 (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) | | |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------|
| | | | | (A) or (D) | Price | | | | |
| Common Stock, \$0.0001 par value | 04/20/2010 | | S ⁽¹⁾ | 9,600 | D | \$ 38.953 (2) | 13,832 | I | By Trust (3) |
| Common Stock, \$0.0001 par value | | | | | | | 8,550 | I | By GRAT (4) |

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

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

Table with columns: 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. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned (Instr. 6), 10. Reporting Person's Relationship to the Issuer (Instr. 7), 11. Date of Report (Instr. 8), 12. Title of Reporting Person (Instr. 9), 13. Amount or Number of Shares (Instr. 10)

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: ROBERTS MATTHEW, C/O OPENTABLE, INC., 799 MARKET STREET, FOURTH FLOOR, SAN FRANCISCO, CA 94103-2048, Chief Financial Officer.

Signatures

/s/ Matthew J. Roberts 04/23/2010
**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 sales reported in the Form 4 were 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 \$38.95 to \$38.96, inclusive. Original filing included an inaccurate weighted average price.
(3) These shares are held by the Roberts Family Trust, dated April 24, 2008.
(4) These shares are held by Matthew John Roberts 2009 Annuity Trust, U/D/T dated April 8, 2009. Mr. Roberts disclaims beneficial ownership of the shares held by the Matthew Roberts 2009 Annuity Trust, U/D/T dated April 8, 2009.

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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