

McCullough Charles Norman  
 Form 4  
 January 07, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
 01/05/2011

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/05/2011		M		2,500 \$ 4.875	D	
Common Stock	01/05/2011		S <sup>(10)</sup>		200 \$ 69.325 <sub>(1)</sub>	D	
Common Stock	01/05/2011		S <sup>(10)</sup>		300 \$ 70.6133 <sub>(2)</sub>	D	
Common Stock	01/05/2011		S <sup>(10)</sup>		300 \$ 71.5233 <sub>(3)</sub>	D	
	01/05/2011		S <sup>(10)</sup>		600	D	

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Common Stock						\$ 72.63 (4)			
Common Stock	01/05/2011		S(10)	1,000	D	\$ 74.2013 (5)	100	D	
Common Stock	01/05/2011		S(10)	100	D	\$ 74.75	0	D	
Common Stock	01/05/2011		S(10)	200	D	\$ 69.455 (6)	34,586	I	By Trust (11)
Common Stock	01/05/2011		S(10)	500	D	\$ 71.128 (7)	34,086	I	By Trust (11)
Common Stock	01/05/2011		S(10)	400	D	\$ 72.4875 (8)	33,686	I	By Trust (11)
Common Stock	01/05/2011		S(10)	900	D	\$ 74.2364 (9)	32,786	I	By Trust (11)

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 4.875	01/05/2011		M	2,500	12/01/2007(12) 02/04/2017	Common Stock	2,500	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

01/07/2011

\_\_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 \$69.17 to \$69.48, 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 \$70.22 to \$70.92, 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 \$71.39 to \$71.60, 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 \$72.41 to \$72.91, 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 \$73.69 to \$74.62, 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 \$69.42 to \$69.49, 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 \$70.58 to \$71.57, 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) The transaction was executed in multiple trades in prices ranging from \$72.43 to \$72.60, 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 \$73.89 to \$74.50, 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 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.
  - (11) 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 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.
  - (12)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Signatures

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