| JORDAN JEFFREY D Form 5 February 10, 2011 | | | | |
|--|--|--|---|----------|
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Section 17(a) of the Born trd | S SECURITIES AND EXCHANGE Washington, D.C. 20549 FATEMENT OF CHANGES IN BEN OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchan Public Utility Holding Company Act of) of the Investment Company Act of 19 | NEFICIAL ge Act of 1934, of 1935 or Sectior | OMB Number: Expires: Estimated a burden hou response | |
| 1. Name and Address of Reporting Person JORDAN JEFFREY D (Last) (First) (Middle) C/O OPENTABLE, INC., 799 MARKET STREET, 4TH FLOOR | 2. Issuer Name and Ticker or Trading Symbol OPENTABLE INC [OPEN] 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2010 | _X_ Director _X_ Officer (give below) | c all applicable | |
| (Street) SAN FRANCISCO, CA 94103 | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joi (check _X_ Form Filed by O Form Filed by M Person | applicable line) One Reporting Pe | erson |
| (City) (State) (Zip) | Table I - Non-Derivative Securities Ac | quired, Disposed of, | or Beneficial | ly Owned |

| S | I.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) | | (A) or Disposed of (D) (Instr. 3, 4 and 5) | | (A) or Disposed of Securities (D) Beneficially | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---|--------------------------------------|---|---|---|--|------------------|--|------------------------------------|---|-------------------------------|--|---|--|
| | | | | | Amount | (A) or (D) | Price | Fiscal Year (Instr. 3 and 4) | | | | | |
| | Common Stock | 03/15/2010 | Â | G | 30,000 | D | \$0 | 372,064 <u>(2)</u> | I | By Family Trust (1) | | | |
| | Common Stock | 12/14/2010 | Â | G | 40,000 | D | \$0 | 332,064 <u>(2)</u> | Ι | By Family Trust <u>(1)</u> | | | |
| | Common Stock | Â | Â | Â | Â | Â | Â | 33,974 | Ι | By Grat B (3) | | | |
| | Common Stock | Â | Â | Â | Â | Â | Â | 35,508 | I | By Grat C (4) | | | |

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| Common Stock | Â | Â | Â | Â | Â | Â | 33,974 | Ι | By Wife's Grat B (5) |
|-----------------|---|---|---|---|---|---|--------|---|-------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 35,508 | Ι | By Wife's Grat C (6) |

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

Persons who respond to the collection of information **SEC 2270** contained in this form are not 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 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) | | ate | Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | |
|---|---|---|---|---|---|---------------------|--------------------|-------|--|---|--|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount 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 | ÂX | Â | President & CEO | Â | | | |
| Signatures | | | | | | | |

/s/ Jeffrey D. 02/10/2011 Jordan Date

**Signature of Reporting Person

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) A portion of these shares is subject to a right of repurchase held by the Issuer.
- (3) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust II dated October 2, 2008.

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- (4) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust 2009 dated March 30, 2009.
- (5) 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.
- (6) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.