OPENTABLE INC Form 4

October 23, 2013

FORM 4

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIA

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Dodson Michael E.

2. Issuer Name **and** Ticker or Trading Symbol

OPENTABLE INC [OPEN]

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 10/21/2013

C/O OPENTABLE, INC., 1 MONTGOMERY STREET, SUITE 700

(Street)

4. If Amendment, Date Original

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

____ Director ____ 10% Owner _X_ Officer (give title ____ Other (specify below)

Sr. VP Global Sales

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

SAN FRANCISCO, CA 94104

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, 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)	3. Transactic Code (Instr. 8)	4. Securi oror Dispo (Instr. 3,	sed of 4 and (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	10/21/2013		M	3,000	A	\$ 24.97	3,000	D	
Common Stock	10/21/2013		M	4,150	A	\$ 39.01	7,150	D	
Common Stock	10/21/2013		S(2)	4,800	D	\$ 71.0674 (4)	2,350	D	
Common Stock	10/21/2013		S(2)	2,350	D	\$ 71.7378 (5)	0	D	

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Common			Ву
	4,000	I	Family
Stock	,		Trust (3)
			Trust <u>~~</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

1. Title Derivati Security (Instr. 3	ive Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 24.97	10/21/2013		M	3,000	03/20/2012(1)	01/21/2020	Common Stock	3,000
Stock Option	\$ 39.01	10/21/2013		M	4,150	03/20/2012(1)	01/02/2022	Common Stock	4,150

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Dodson Michael E. C/O OPENTABLE, INC. 1 MONTGOMERY STREET, SUITE 700 SAN FRANCISCO, CA 94104

Sr. VP Global Sales

Signatures

/s/ Michael E.

Dodson 10/23/2013

**Signature of Date

Reporting Person

Reporting Owners 2

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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).
- The shares subject to the option will vest and become exercisable in 24 successive and equal monthly installments measured from (1) February 20, 2012, such that 100% of the shares subject to the option will vest in full and be exercisable on February 20, 2014, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates.
- The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 14, 2012.
- (3) These shares are held by Michael E. Dodson and Jessica R. Dodson, as trustees of the Dodson Family Trust, under agreement dated February 19, 2009.
- The transaction was executed in multiple trades in prices ranging from \$70.54 to \$71.52, inclusive. The price reported in Column 4 above (4) 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 \$71.56 to \$71.99, inclusive. The price reported in Column 4 above (5) 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.

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.