

OPENTABLE INC
Form 4
June 24, 2013

FORM 4

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

OMB APPROVAL

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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 *
Dodson Michael E.

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OPENTABLE INC [OPEN]

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2013

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. VP Global Sales

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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------------------------|---|--|--|
| | | | | Code | V Amount Price | | | |
| Common Stock | 06/20/2013 | | M | | 3,000 A \$ 24.97 | 3,000 | D | |
| Common Stock | 06/20/2013 | | S ⁽²⁾ | | 2,700 D \$ 64.432 ₍₄₎ | 300 | D | |
| Common Stock | 06/20/2013 | | S ⁽²⁾ | | 300 D \$ 65.5567 ₍₅₎ | 0 | D | |
| Common Stock | 06/20/2013 | | M | | 4,150 A \$ 39.01 | 4,150 | D | |
| | 06/20/2013 | | S ⁽²⁾ | | 4,150 D | 0 | D | |

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Common Stock \$ 65.8878
(6)

Common Stock 4,000 I By Family Trust (3)

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)

| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 24.97 | 06/20/2013 | | M | 3,000 | 03/20/2012(1) 01/21/2020 | Common Stock | 3,000 |
| Stock Option | \$ 39.01 | 06/20/2013 | | M | 4,150 | 03/20/2012(1) 01/02/2022 | Common Stock | 4,150 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| Dodson Michael E. C/O OPENTABLE, INC. 1 MONTGOMERY STREET, SUITE 700 SAN FRANCISCO, CA 94104 | Director 10% Owner Officer Other Sr. VP Global Sales |

Signatures

/s/ John J. Orta as Attorney in Fact for Mr. Dodson 06/24/2013
**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).

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.

(2) 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 \$64.22 to \$64.84, 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 \$65.45 to \$65.68, 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 \$65.59 to \$66.13, 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.

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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