

JORDAN JEFFREY D

Form 4

August 19, 2011

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JORDAN JEFFREY D

(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)  
08/17/2011

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)

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	08/17/2011		S		38,700	D \$ 61.4807 (1)	280,492	I	By Family Trust (14)
Common Stock	08/17/2011		S		5,700	D \$ 62.3779 (2)	274,792	I	By Family Trust (14)
Common Stock	08/17/2011		S		12,292	D \$ 63.4586 (3)	262,500	I	By Family Trust (14)
Common Stock	08/17/2011		S		7,008	D \$ 64.2979	255,492	I	By Family

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					<u>(4)</u>			Trust <u>(14)</u>
Common Stock	08/17/2011	S	352	D	\$ <u>(5)</u> 65.4539	255,140	I	By Family Trust <u>(14)</u>
Common Stock	08/17/2011	S	10,600	D	\$ <u>(6)</u> 61.4704	7,374	I	By GRAT B <u>(15)</u>
Common Stock	08/17/2011	S	1,900	D	\$ <u>(7)</u> 62.2604	5,474	I	By GRAT B <u>(15)</u>
Common Stock	08/17/2011	S	3,600	D	\$ <u>(8)</u> 63.4505	1,874	I	By GRAT B <u>(15)</u>
Common Stock	08/17/2011	S	1,774	D	\$ <u>(9)</u> 64.346	100	I	By GRAT B <u>(15)</u>
Common Stock	08/17/2011	S	100	D	\$ 65.51	0	I	By GRAT B <u>(15)</u>
Common Stock						26,508	I	By GRAT C <u>(16)</u>
Common Stock	08/17/2011	S	11,400	D	\$ <u>(10)</u> 61.5131	6,574	I	By Wife's GRAT B <u>(17)</u>
Common Stock	08/17/2011	S	1,200	D	\$ <u>(11)</u> 62.5825	5,374	I	By Wife's GRAT B <u>(17)</u>
Common Stock	08/17/2011	S	3,500	D	\$ <u>(12)</u> 63.4536	1,874	I	By Wife's GRAT B <u>(17)</u>
Common Stock	08/17/2011	S	1,774	D	\$ <u>(13)</u> 64.3352	100	I	By Wife's GRAT B <u>(17)</u>
Common Stock	08/17/2011	S	100	D	\$ 65.51	0	I	By Wife's GRAT B <u>(17)</u>
Common Stock						26,508	I	By Wife's GRAT C <u>(18)</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**

SEC 1474  
(9-02)

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)	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 Following Reported Transaction (Instr. 10)
				Code	V (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	X

## Signatures

/s/ John J. Orta as Attorney in Fact for Mr.  
Jordan 08/19/2011

\_\_\_\_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 \$60.92 to \$61.92 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.
- (2) The transaction was executed in multiple trades in prices ranging from \$61.94 to \$62.92 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 \$63.06 to \$64.01 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)

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The transaction was executed in multiple trades in prices ranging from \$64.09 to \$64.68 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.

- (5) The transaction was executed in multiple trades in prices ranging from \$65.13 to \$65.51 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 \$60.89 to \$61.89 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 \$61.91 to \$62.83 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 \$63.03 to \$63.82 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 \$64.04 to \$65.01 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 transaction was executed in multiple trades in prices ranging from \$61.01 to \$62.00 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.

- (11) The transaction was executed in multiple trades in prices ranging from \$62.02 to \$62.97 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.

- (12) The transaction was executed in multiple trades in prices ranging from \$63.0567 to \$64.04 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.

- (13) The transaction was executed in multiple trades in prices ranging from \$64.09 to \$64.67 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.

- (14) These shares are held by Jeffrey D. Jordan and Karen A. Jordan, TTEES of the Jordan Family Revocable Trust U/A 08/25/95.

- (15) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust II dated October 2, 2008.

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

- (17) 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.

- (18) 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 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.