#### **ROBERTS MATTHEW**

Form 4

October 20, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

January 31, 2005

0.5

Estimated average

burden hours per response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

ROBERTS MATTHEW			Symbol	Issuer		
			OPENTABLE INC [OPEN]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(2 app		
C/O OPENTABLE, INC., 799 MARKET ST., 4TH FLOOR			(Month/Day/Year) 10/18/2011	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  President & CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		

### SAN FRANCISCO, CA 94103

1 Name and Address of Reporting Person \*

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	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)	omr Dispo (Instr. 3,	sed of 4 and (A) or	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)
Common Stock	10/18/2011		Code V M	Amount 6,000	(D)	Price \$ 24.97	6,000	D	
Common Stock	10/18/2011		S(3)	4,100	D	\$ 49.4035 (1)	1,900	D	
Common Stock	10/18/2011		S(3)	1,800	D	\$ 50.3943 (2)	100	D	
Common Stock	10/18/2011		S(3)	100	D	\$ 51.08	0	D	

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisab	le and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date		Underlying S	Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year	·)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired				
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
					(Instr. 3, 4,				
					and 5)				
									Amount
									or
						Date Exercisable	Expiration	Title	Number
						Date Exercisable	Date	Title	of
				Code V	(A) (D)				Shares
				Code v	(A) (D)				Shares
Stock						0=11=1=011(1)		Common	
Option	\$ 24.97	10/18/2011		M	6,000	07/17/2011 <u>(4)</u>	01/21/2020	Stock	6,000
Option								Stock	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ROBERTS MATTHEW C/O OPENTABLE, INC. 799 MARKET ST., 4TH FLOOR SAN FRANCISCO, CA 94103	X		President & CEO				

## **Signatures**

/s/ John J. Orta as Attorney in Fact for Mr.

Roberts

10/20/2011

\*\*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).
- The transaction was executed in multiple trades in prices ranging from \$48.86 to \$49.82 inclusive. The price reported in Column 4 above (1) 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 \$49.88 to \$50.72 inclusive. The price reported in Column 4 above (2) 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.

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- (3) 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.
- The shares subject to the option will vest and become exercisable in 24 successive and equal monthly installments measured from June 17, 2011, such that 100% of the shares subject to the option will vest in full and be exercisable on the second anniversary of June 17, 2011, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates.

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.