JORDAN JEFFREY D

Form 4

September 30, 2009

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:

January 31, 2005

0.5

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response...

OMB APPROVAL

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

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JORDAN JEFFREY D	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	OPENTABLE INC [OPEN] 3. Date of Earliest Transaction				
C/O OPENTABLE, INC., 799 MARKET STREET, FOURTH FLOOR	(Month/Day/Year) 09/28/2009	X Director 10% Owner Selfont of the control of th			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAN FRANCISCO, CA 94103-2048		Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired on(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)	
Common Stock, \$0.0001 par value			Code V	Amount	(D)	Price	431,829 (1)	I	By Family Trust (2)
Common Stock, \$0.0001 par value	09/28/2009		S	11,250	D	\$ 28	41,450	I	By GRAT
Common Stock, \$0.0001 par	09/28/2009		S	26,000	D	\$ 28	37,974	I	By GRAT

val	ne

Common Stock, \$0.0001 par value	09/28/2009	S	12,750	D	\$ 28	38,508	I	By GRAT
Common Stock, \$0.0001 par value	09/28/2009	S	11,250	D	\$ 28	41,450	I	By Wife's GRAT (6)
Common Stock, \$0.0001 par value	09/28/2009	S	26,000	D	\$ 28	37,974	I	By Wife's GRAT (7)
Common Stock, \$0.0001 par value	09/28/2009	S	12,750	D	\$ 28	38,508	I	By Wife's GRAT (8)

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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.	6. Date Exer	cisable and	7. Title ar	nd	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amount of	of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underlyin	ng	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ	ve .		Securities	S	(Instr. 5)
	Derivative				Securitie	S		(Instr. 3 a	ind 4)	
	Security				Acquired	l				
	•				(A) or					
					Disposed	l				
					of (D)					
					(Instr. 3,					
					4, and 5)					
								An	nount	
						Date	Expiration	or		
						Exercisable	Date	Title Nu	ımber	
								of		
				Code	V (A) (D)			Sh	ares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
	X		President and CEO				

Reporting Owners 2

JORDAN JEFFREY D C/O OPENTABLE, INC. 799 MARKET STREET, FOURTH FLOOR SAN FRANCISCO, CA 94103-2048

Signatures

/s/ Jeffrey D. 09/30/2009 Jordan

**Signature of Date
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) A portion of these shares is subject to a right of repurchase held by the Issuer.
- (2) These shares are held by Jeffrey D. Jordan and Karen A. Jordan, TTEES of the Jordan Family Revocable Trust U/A 08/25/95.
- (3) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust dated February 5, 2008.
- (4) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust II dated October 2, 2008.
- (5) These shares are held by Jeffrey D. Jordan, Trustee of the Jeffrey D. Jordan Annuity Trust 2009 dated March 30, 2009.
- (6) These shares are held by Karen A. Jordan, Trustee of the Karen A. Jordan Annuity Trust dated February 5, 2008. The Reporting Person's spouse is trustee of the trust.
- (7) 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.
- (8) 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.

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