

Brown Joel T.
Form 4
June 03, 2010

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 *
Brown Joel T.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2010

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

Senior VP, Operations

C/O OPENTABLE, INC., 799 MARKET STREET, FOURTH FLOOR

(Street)

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

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

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

SAN FRANCISCO, CA 94103-2048

(City) (State) (Zip)

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 or Price		
Common Stock, \$0.0001 par value	06/01/2010		M		8,000 A \$ 4.875	8,000	D
Common Stock, \$0.0001 par value	06/01/2010		S ⁽¹⁾		8,000 D \$ 40.909	0	D
Common Stock, \$0.0001	06/01/2010		S ⁽¹⁾		11,000 D \$ 40.816	94,599 ⁽⁴⁾	I By Trust ⁽⁵⁾

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The sale reported in the Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 11, 2009.

(2) The transaction was executed in multiple trades in prices ranging from \$40.278 to \$41.22, 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 \$40.278 to \$41.22, 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) A portion of these shares is subject to a right of repurchase held by the Issuer.

(5) These shares are held by the Joel T. Brown and Lorraine D. Brown, or their Successor(s), Trustees UTA dated October 27, 1998.

(6) The original option was for 120,000 shares, 32,000 of which were immediately exercisable. The shares vest pursuant to the following schedule: 3,000 of the shares subject to the option vest monthly from February 20, 2007 through August 19, 2007 and 2,333 of the shares subject to the option vest monthly from August 20, 2007 through August 19, 2010 and 3,000 of the shares subject to the option vest monthly from August 20, 2010 through February 19, 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.