

BATTLE A GEORGE
Form 4
February 17, 2011

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 *
BATTLE A GEORGE

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)
02/15/2011

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

C/O OPENTABLE, INC., 799 MARKET STREET, 4TH 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

(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	(A) or (D)	Price		
Common Stock	02/15/2011		S ⁽¹⁾	2,000	D	93.8085	58,270	D	
Common Stock							13,000	I	By Foundation ⁽³⁾
Common Stock							2,000	I	By Stepdaughter ⁽⁴⁾
Common Stock							4,000	I	By Son ⁽⁵⁾

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Common Stock 4,000 I By Daughter (6)

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 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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BATTLE A GEORGE
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. Battle

02/17/2011

**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 sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 30, 2010.
- (2) The transaction was executed in multiple trades in prices ranging from \$93.80 to \$93.86, 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

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stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.

- (3) Mr. Battle disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Battle is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

- (4) Mr. Battle disclaims beneficial ownership of the shares held by his stepdaughter except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Battle is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

- (5) Mr. Battle disclaims beneficial ownership of the shares held by his son except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Battle is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

- (6) Mr. Battle disclaims beneficial ownership of the shares held by his daughter except to the extent of his pecuniary interest therein, and the filing of this report is not an admission that Mr. Battle is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

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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