

Dodson Michael E.  
Form 4  
March 22, 2013

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Dodson Michael E.

(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)  
03/20/2013

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)

Senior Vice President, Sales

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 Ownership (Instr. 4) |       |   |                                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|--------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |       |   |                                |
| Common Stock                    | 03/20/2013                           |  | M                              | V   | 3,000   | A  | \$ 24.97                          | 3,000 | D |                                |
| Common Stock                    | 03/20/2013                           |  | S <sup>(2)</sup>               |   | 3,000   | D  | \$ 60.78                          | 0     | D |                                |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 4,000 | I | By Family Trust <sup>(3)</sup> |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option                               | \$ 24.97   | 03/20/2013                           |  | M                              | 3,000   | 03/20/2012 <sup>(1)</sup> 01/21/2020                     | Common Stock 3,000  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Dodson Michael E.<br>C/O OPENTABLE, INC.<br>799 MARKET STREET, 4TH FLOOR<br>SAN FRANCISCO, CA 94103 |               |           | Senior Vice President, Sales |       |

## Signatures

/s/ Michael E.  
Dodson 03/22/2013  
 \*\*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 shares subject to the option will vest and become exercisable in 24 successive and equal monthly installments measured from
- (1) February 20, 2012, such that 100% of the shares subject to the option will vest in full and be exercisable on February 20, 2014, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates.
  - (2) The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 14, 2012.
  - (3) These shares are held by Michael E. Dodson and Jessica R. Dodson, as trustees of the Dodson Family Trust, under agreement dated February 19, 2009.

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.