McCullough Charles Norman

Form 4

January 26, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * McCullough Charles Norman

> (First) (Middle)

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

(Street)

Symbol

2. Issuer Name and Ticker or Trading

OPENTABLE INC [OPEN]

3. Date of Earliest Transaction (Month/Day/Year) 01/22/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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

SVP, Engineering

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

SAN FRANCISCO, CA 94103-2048 (City) (State) (Zip)

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) (A)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

or (Instr. 3 and 4) Code V Amount (D) Price

Common Stock,

\$0.0001 par value

170,960 (1)

By Trust (2)

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

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SEC 1474 (9-02)

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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 or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 24.97	01/22/2010		A	72,000	<u>(3)</u>	01/21/2020	Common Stock	72,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 6	Director	10% Owner	Officer	Other		
McCullough Charles Norman						
C/O OPENTABLE, INC.			SVP,			
799 MARKET STREET, FOURTH FLOOR			Engineering			
SAN FRANCISCO, CA 94103-2048						

Signatures

/s/ Charles N. 01/26/2010 McCullough **Signature of Reporting 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) A portion of these shares is subject to a right of repurchase held by the Issuer.
- (2) These shares are held by The Charles McCullough and Carol McCullough Joint Living Trust.

The shares subject to the option will vest and become exercisable in 24 successive and equal monthly installments measured from November 1, 2011, such that 100% of the shares subject to the option will vest in full and be exercisable on the second anniversary of November 1, 2011, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting

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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