

McCullough Charles Norman  
 Form 4  
 August 05, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 McCullough Charles Norman

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)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 08/03/2010

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

Sr. V.P., Engineering

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	08/03/2010		S <sup>(2)</sup>		5,834	D	\$ 44.9892
					156,122	I	<sup>(4)</sup> <sub>(1)</sub>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Owned Following Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCullough Charles Norman C/O OPENTABLE, INC. 799 MARKET STREET, 4TH FLOOR SAN FRANCISCO, CA 94103			Sr. V.P., Engineering	

## Signatures

/s/ Charles N. McCullough  
08/05/2010  
\*\*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 transaction was executed in multiple trades in prices ranging from \$44.75 to \$45.14, inclusive. The price reported in Column 4 above
- (1) 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.
  - (2) The sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 11, 2009.
  - (3) These shares are held by the Charles McCullough and Carol McCullough Joint Living Trust.
  - (4) A portion of these shares is subject to a right of repurchase held by the Issuer.

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. **How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. You may also request to receive paper or electronic copies of the Corporation's future proxy materials. Please choose one of the following methods to make your request(s):

1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)

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2) *BY TELEPHONE*: 1-800-579-1639

3) *BY E-MAIL\**: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow located on the following page in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 3, 2012 to facilitate timely delivery.

## **How To Vote** Please Choose One of the Following Voting Methods

**Vote In Person:** The annual meeting of stockholders will be held at the office of Northern Trust Corporation located at 50 South LaSalle Street (northwest corner of LaSalle Street and Monroe Street) in Chicago, Illinois. You will need an admission ticket or proof of ownership of the Corporation's common stock to enter the meeting. Please refer to the Corporation's Notice & Proxy Statement for further detail on attending the annual meeting in person. You may use this page as your Admission Ticket to the meeting.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow located on the following page and follow the instructions.

**Vote By Phone:** *First view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) and then use the toll-free number provided.*

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

**The Board of Directors recommends you vote**

**FOR the following:**

1. Election of Directors                      07) John W. Rowe

08) Martin P. Slark

**Nominees:**

09) David H. B. Smith, Jr.

10) Charles A. Tribbett III

11) Frederick H. Waddell

01) Linda Walker Bynoe

02) Nicholas D. Chabraja

03) Susan Crown

04) Dipak C. Jain

05) Robert W. Lane

06) Edward J. Mooney

**The Board of Directors recommends you vote FOR the following proposals:**

2. Approval, by an advisory vote, of the 2011 compensation of the Corporation's named executive officers.

3. Approval of the Northern Trust Corporation 2012 Stock Plan.

4. Ratification of the appointment of KPMG LLP as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2012.

**The Board of Directors recommends you vote AGAINST the following proposals:**

5. Stockholder proposal regarding accelerated vesting of equity awards in a change in control situation, if properly presented at the annual meeting.

6. Stockholder proposal regarding independence of the board chairman, if properly presented at the annual meeting.

