

TripAdvisor, Inc.
Form 4
February 17, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Halpin Dermot

(Last) (First) (Middle)

C/O TRIPADVISOR, INC., 400 1ST
AVENUE

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TripAdvisor, Inc. [TRIP]

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

02/15/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, Vacation Rentals

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

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 Indirect Beneficial (Instr. 4)
Common Stock, Par Value \$.001 Per Share	02/15/2017		M	1,071 A	\$ 52.19 1,971	D	
Common Stock, Par Value \$.001 Per Share	02/15/2017		M	967 A	\$ 52.19 2,938	D	
Common Stock, Par	02/15/2017		M	4,952 A	\$ 52.19 7,890	D	

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Value
\$.001 Per
Share

Common
Stock, Par

Value	02/15/2017	M	1,043	A	\$	52.19	8,933	D
\$.001 Per Share								

Common
Stock, Par

Value	02/15/2017	F	371	D	\$	52.19	8,562	D
\$.001 Per Share								

Common
Stock, Par

Value	02/15/2017	F	335	D	\$	52.19	8,227	D
\$.001 Per Share								

Common
Stock, Par

Value	02/15/2017	F	361	D	\$	52.19	7,866	D
\$.001 Per Share								

Common
Stock, Par

Value	02/15/2017	F	1,602	D	\$	52.19	6,264	D
\$.001 Per Share								

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or

									Number of Shares
Restricted Stock Units	\$ 0	02/15/2017	M	1,071	02/15/2015	02/20/2017	Common Stock		1,071
Restricted Stock Units	\$ 0	02/15/2017	M	967	02/15/2015 ⁽¹⁾	02/16/2018	Common Stock		967
Restricted Stock Units	\$ 0	02/15/2017	M	4,952	02/15/2017 ⁽²⁾	02/15/2020	Common Stock		4,952
Restricted Stock Units	\$ 0	02/15/2017	M	1,043	02/15/2016 ⁽³⁾	02/15/2019	Common Stock		1,043

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Halpin Dermot C/O TRIPADVISOR, INC. 400 1ST AVENUE NEEDHAM, MA 02494			President, Vacation Rentals	

Signatures

/s/ Linda C. Frazier, attorney
in fact 02/17/2017

__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) Of such RSU's, 967 vested on February 15, 2017 and the balance of 967 will vest on February 15, 2018. Shares will be delivered on a one-for-one basis.
- (2) Of such RSU's, 4,952 vested on February 15, 2017, 4,952 will vest on February 15, 2018 and 4,951 will vest on each of February 15, 2019 and February 15, 2020. Shares will be delivered on a one-for-one basis.
- (3) Of such RSUs, 1,043 vested on February 15, 2017 and 1,043 will vest on each of February 15, 2018 and February 15, 2019. Shares will be issued on a one-for-one basis.

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.