

TripAdvisor, Inc.
Form 4
December 21, 2012

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 *
KHOSROWSHAHI DARA

(Last) (First) (Middle)

**C/O TRIPADVISOR, INC., 141
NEEDHAM STREET**

(Street)

NEWTON, MA 02464

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TripAdvisor, Inc. [TRIP]

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2012

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)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/19/2012		M		160,000	A	\$ 0
Common Stock	12/19/2012		F		58,320	D	\$ 38.39
Common Stock	12/21/2012		M		1,807	A	\$ 0
							289,520 ⁽¹⁾
							231,200
							233,007

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

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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 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 Security (Instr. 3 and 4)	Amount of Underlying Security
Restricted Stock Units	\$ 0	12/19/2012		M	160,000	(1) (1)	Common stock	160,000
Restricted Stock Units	\$ 0	12/21/2012		M	1,807	12/21/2012 ⁽²⁾ 12/21/2014	Common Stock	1,807

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KHOSROWSHAHI DARA C/O TRIPADVISOR, INC. 141 NEEDHAM STREET NEWTON, MA 02464	X			

Signatures

/s/ Suzanne Filippi,
attorney-in-fact
12/21/2012

**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) Represents Restricted Stock Units (the "RSUs") for shares of the Issuer's common stock awarded pursuant to that certain Restricted Stock Unit Agreement with the reporting person, dated as of December 20, 2011 (the "RSU Agreement"). Pursuant to the RSU Agreement, 50% of the RSUs vested on December 11, 2012. The remaining 50% of the RSUs under the RSU Agreement shall vest if and when the Issuer satisfies performance-related goals. Upon achievement of these performance goals, 75% of the RSUs will vest immediately and the remaining 25% of the RSUs will vest one year from such achievement, subject in each case to certain service conditions provided in the RSU Agreement.
- (2) Date at which first vesting has occurred is indicated. One-third of the total number of the RSUs vest on the first vesting date and an additional one-third each anniversary thereafter until the RSUs are fully vested.

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.