

Halpin Dermot
Form 4
February 20, 2018

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)

02/15/2018

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 below) ____ Other (specify below)

President, VR and Attractions

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 Ownership (Instr. 4)
Common Stock, Par Value \$.001 Per Share	02/15/2018		M	967 A	\$ 40.72	17,286	D
Common Stock, Par Value \$.001 Per Share	02/15/2018		M	1,043 A	\$ 40.72	18,329	D
Common Stock, Par	02/15/2018		M	4,952 A	\$ 40.72	23,281	D

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Value
\$.001 Per
Share

Common
Stock, Par

Value	02/15/2018	M	7,300	A	\$	40.72	30,581	D
\$.001 Per Share								

Common
Stock, Par

Value	02/15/2018	F	285	D	\$	40.72	30,296	D
\$.001 Per Share								

Common
Stock, Par

Value	02/15/2018	F	363	D	\$	40.72	29,933	D
\$.001 Per Share								

Common
Stock, Par

Value	02/15/2018	F	1,470	D	\$	40.72	28,463	D
\$.001 Per Share								

Common
Stock, Par

Value	02/15/2018	F	2,150	D	\$	40.72	26,313	D
\$.001 Per Share								

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or

									Number of Shares
Restricted Stock Units	\$ 0	02/15/2018	M	967	02/15/2015	02/16/2018	Common Stock	967	
Restricted Stock Units	\$ 0	02/15/2018	M	1,043	02/15/2016	02/15/2019	Common Stock	1,043	
Restricted Stock Units	\$ 0	02/15/2018	M	4,952	02/15/2017	02/15/2020	Common Stock	4,952	
Restricted Stock Units	\$ 0	02/15/2018	M	7,300	02/27/2017	02/28/2017	Common Stock	7,300	

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, VR and Attractions	

Signatures

/s/ Linda C. Frazier, attorney
in fact 02/20/2018

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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