

Watson Noel Bertram  
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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Watson Noel Bertram

(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)

Chief Accounting Officer

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 (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/15/2018		M		496	A \$ 40.72	2,498	D	
Common Stock	02/15/2018		M		438	A \$ 40.72	2,936	D	
Common Stock	02/15/2018		M		901	A \$ 40.72	3,837	D	
Common Stock	02/15/2018		M		1,431	A \$ 40.72	5,268	D	
Common Stock	02/15/2018		F		173	D \$ 40.72	5,095	D	

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Common Stock	02/15/2018	F	153	D	\$ 40.72	4,942	D
Common Stock	02/15/2018	F	314	D	\$ 40.72	4,628	D
Common Stock	02/15/2018	F	423	D	\$ 40.72	4,205	D
Common Stock	02/15/2018	D <sup>(1)</sup>	345	D	\$ 46.25 (2)	3,860	D
Common Stock	02/15/2018	D <sup>(1)</sup>	1,657	D	\$ 46.25 (2)	2,203	D
Common Stock	02/16/2018	D <sup>(1)</sup>	749	D	\$ 42.45	1,454	D

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

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SEC 1474  
(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 (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	496	02/15/2015 02/15/2018	Common Stock 496
Restricted Stock Units	\$ 0	02/15/2018		M	438	02/15/2016 02/15/2019	Common Stock 438
Restricted Stock Units	\$ 0	02/15/2018		M	901	02/15/2017 02/15/2020	Common Stock 901
	\$ 0	02/15/2018		M	1,431	02/15/2018 02/15/2021	1,431

Restricted  
Stock  
Units

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Watson Noel Bertram C/O TRIPADVISOR, INC. 400 1ST AVENUE NEEDHAM, MA 02494			Chief Accounting Officer	

## 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).

(1) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by this reporting person.

(2) The transaction was executed in multiple trades with a weighted average sales price of \$46.25. The reporting person undertakes to provide information regarding the number of shares and price at which each transaction was effected upon reasonable request.

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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