

Halpin Dermot
Form 4
May 15, 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
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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)

05/11/2018

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 ____ Other (specify
below) below)

President, Rentals and Experie

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	05/11/2018		M	9,213	A \$ 45.27 9,213	D	
Common Stock, Par Value \$.001 Per Share	05/11/2018		M	3,533	A \$ 45.27 12,746	D	
Common Stock, Par Value	05/11/2018		M	36,667	A \$ 45.27 49,413	D	

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Value \$.001 Per Share							
Common Stock, Par Value \$.001 Per Share	05/11/2018	M	18,240	A	\$ 42.81	67,653	D
Common Stock, Par Value \$.001 Per Share	05/11/2018	D ⁽¹⁾	16,935	D	\$ 49.204	50,718	D
Common Stock, Par Value \$.001 Per Share	05/11/2018	D	9,213	D	\$ 49.163	41,505	D
Common Stock, Par Value \$.001 Per Share	05/11/2018	D	505	D	\$ 49.06	41,000	D
Common Stock, Par Value \$.001 Per Share	05/11/2018	D	700	D	\$ 49.07	40,300	D
Common Stock, Par Value \$.001 Per Share	05/11/2018	D	100	D	\$ 49.071	40,200	D
Common Stock, Par Value \$.001 Per Share	05/11/2018	D	3,533	D	\$ 49.21	36,667	D
Common Stock, Par Value \$.001 Per Share	05/11/2018	D	36,667	D	\$ 48.97 <u>(2)</u>	0	D

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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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
Stock Option (Right to Buy)	\$ 45.27	05/11/2018		M	9,213	02/15/2014 ⁽³⁾ 02/27/2023	Common Stock 9,213
Stock Option (Right to Buy)	\$ 45.27	05/11/2018		M	3,533	12/31/2014 ⁽³⁾ 02/27/2020	Common Stock 3,533
Stock Option (Right to Buy)	\$ 45.27	05/11/2018		M	36,667	02/15/2014 ⁽³⁾ 02/27/2020	Common Stock 36,667
Stock Option (Right to Buy)	\$ 42.81	05/11/2018		M	18,240	02/15/2018 ⁽⁴⁾ 02/27/2027	Common Stock 18,240

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, Rentals and Experie

Signatures

/s/ Linda C. Frazier, attorney
in fact

05/15/2018

__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) Shares were withheld to cover taxes and exercise price for the options.

The transaction was executed in multiple trades with a weighted average sales price of \$48.97. The reporting person undertakes to

(2) provide information regarding the number of shares and prices at which the transaction was effected upon request of the SEC staff, the issuer or a security holder of the issuer.

(3) All of such options are currently exercisable.

(4) Date at which first vesting occurs is indicated. One-fourth of the total number of stock options vest on the first vesting date and an additional one-fourth vest on each anniversary thereafter, until the stock options 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.

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