TripAdvisor, Inc. Form 4 February 17, 2016

# 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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

3235-0287

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Number:

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock, Par

02/12/2016

(Print or Type F	Responses)											
1. Name and Address of Reporting Person * Halpin Dermot			2. Issuer Name and Ticker or Trading Symbol TripAdvisor, Inc. [TRIP]				ng	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)			•					(Check all applicable)				
(Last)  C/O TRIPA  AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2016					Director 10% Owner Other (specify below) below)  President, Vacation Rentals						
NEEDHAM	Filed				. If Amendment, Date Original iled(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEEDHAM	I, MA 02494							Person				
(City)	(State)	(Zip)	Tabl	le I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution any (Month/Day		n Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			d of (D) 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)			
Common Stock, Par Value \$.001 Per Share	02/12/2016			M		,	\$ 61.07	1,972	D			
Common Stock, Par Value \$.001 Per Share	02/12/2016			F	378	D	\$ 61.07	1,594	D			
<b>a</b>	00/10/0016				1011		4		_			

M

1,044 A

\$

61.07

2,638

D

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Value \$.001 Per Share							
Common Stock, Par Value \$.001 Per Share	02/12/2016	F	358	D	\$ 61.07	2,280	D
Common Stock, Par Value \$.001 Per Share	02/12/2016	M	967	A	\$ 61.07	3,247	D
Common Stock, Par Value \$.001 Per Share	02/12/2016	F	321	D	\$ 61.07	2,926	D

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. Transactic Code (Instr. 8)	5. Number on 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	Amoun or Number of Shares
Restricted Stock Units	\$ 0	02/12/2016		M	1,072	02/15/2015(1)	02/15/2018	Common Stock	1,072
Restricted Stock Units	\$ 0	02/12/2016		M	1,044	02/15/2015(2)	02/15/2019	Common Stock	1,044
	\$ 0	02/12/2016		M	967	02/15/2016(3)	02/15/2020		967

(9-02)

Restricted Common Stock Stock Units

# **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 02/17/2016

\*\*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) Date at which first vesting occurred is indicated. The remaining RSUs vest on February 15, 2017.
- (2) Date at which first vesting occurred is indicated. The remaining RSUs vest in three equal installments on February 15, 2017, February 15, 2018 and February 15, 2019.
- (3) Date at which first vesting occurred is indicated. The remaining RSUs vest in three equal installments on February 15, 2017, February 15, 2018 and February 15, 2019.

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.

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