

TripAdvisor, Inc.
Form 4
February 17, 2017

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 *
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)
02/15/2017

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)

President, Vacation Rentals

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, Par Value \$0.01 Per Share | 02/15/2017 | | M | 1,071 | A \$ 52.19 | 1,971 | D |
| Common Stock, Par Value \$0.01 Per Share | 02/15/2017 | | M | 967 | A \$ 52.19 | 2,938 | D |
| Common Stock, Par Value \$0.01 Per Share | 02/15/2017 | | M | 4,952 | A \$ 52.19 | 7,890 | D |

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| | | | | | | | | |
|--|------------|---|-------|---|-------------|-------|--|---|
| Value \$.001 Per Share | | | | | | | | |
| Common Stock, Par Value \$.001 Per Share | 02/15/2017 | M | 1,043 | A | \$ 52.19 | 8,933 | | D |
| Common Stock, Par Value \$.001 Per Share | 02/15/2017 | F | 371 | D | \$ 52.19 | 8,562 | | D |
| Common Stock, Par Value \$.001 Per Share | 02/15/2017 | F | 335 | D | \$ 52.19 | 8,227 | | D |
| Common Stock, Par Value \$.001 Per Share | 02/15/2017 | F | 361 | D | \$ 52.19 | 7,866 | | D |
| Common Stock, Par Value \$.001 Per Share | 02/15/2017 | F | 1,602 | D | \$ 52.19 | 6,264 | | D |

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

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(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 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 | 02/15/2017 | M | 1,071 | 02/15/2015 | 02/20/2017 | Common Stock | | 1,071 |
| Restricted Stock Units | \$ 0 | 02/15/2017 | M | 967 | 02/15/2015 ⁽¹⁾ | 02/16/2018 | Common Stock | | 967 |
| Restricted Stock Units | \$ 0 | 02/15/2017 | M | 4,952 | 02/15/2017 ⁽²⁾ | 02/15/2020 | Common Stock | | 4,952 |
| Restricted Stock Units | \$ 0 | 02/15/2017 | M | 1,043 | 02/15/2016 ⁽³⁾ | 02/15/2019 | Common Stock | | 1,043 |

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

02/17/2017

**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) Of such RSU's, 967 vested on February 15, 2017 and the balance of 967 will vest on February 15, 2018. Shares will be delivered on a one-for-one basis.
- (2) Of such RSU's, 4,952 vested on February 15, 2017, 4,952 will vest on February 15, 2018 and 4,951 will vest on each of February 15, 2019 and February 15, 2020. Shares will be delivered on a one-for-one basis.
- (3) Of such RSUs, 1,043 vested on February 15, 2017 and 1,043 will vest on each of February 15, 2018 and February 15, 2019. Shares will be issued on a one-for-one basis.

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.