TripAdvisor, Inc. Form 4 December 13, 2012

### 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

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

2. Issuer Name and Ticker or Trading

TripAdvisor, Inc. [TRIP]

3. Date of Earliest Transaction

(Month/Day/Year)

12/11/2012

1(b).

(Last)

C/O

(Print or Type Responses)

1. Name and Address of Reporting Person \* **DILLER BARRY** 

> (First) (Middle)

IAC/INTERACTIVECORP, 555 **WEST 18TH STREET** 

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

Symbol

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

\_X\_\_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### NEW YORK, NY 10011

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Sec	curitie	s Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/11/2012		M	74,803	A	\$ 7.8	4,702,370	D	
Common Stock	12/11/2012		M	32,793	A	\$ 9.75	4,735,163	D	
Common Stock	12/11/2012		S	74,803	D	\$ 62.5	4,660,360	D	
Common Stock	12/11/2012		S	32,793	D	\$ 62.5	4,627,567	D	
Common Stock	12/11/2012		S(3)	4,627,567	D	\$ 62.5	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 required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of definition of the			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Option to purchase common stock	\$ 7.8	12/11/2012		M	74,803	03/02/2010(1)	03/02/2016	Common Stock	74,80
Option to purchase common stock	\$ 9.75	12/11/2012		M	32,793	03/02/2012(2)	03/02/2016	Common Stock	32,79

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DILLER BARRY						
C/O IAC/INTERACTIVECORP	X					
555 WEST 18TH STREET	Λ					
NEW YORK, NY 10011						

# **Signatures**

/s/ Suzanne Filippi, attorney-in-fact for Barry
Diller

\*\*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) The Option vests with respect to one-fourth of the total number of underlying shares on the first vesting date and with respect to an additional one-fourth of the underlying shares each anniversary thereafter until the option becomes fully vested.

Reporting Owners 2

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- (2) The Option is fully vested.
- On December 11, 2012, the beneficial and record owner of the shares, the Revocable Trust under the Trust Agreement of the Arrow 1999 Trust, as restated on December 21, 2011 by the Reporting Person, as Settlor and Trustee, sold the shares to Liberty USA Holdings, LLC.

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.