

TRIPADVISOR, INC.

Reported by
HALPIN DERMOT

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/01/17 for the Period Ending 02/27/17

Address	400 1ST AVENUE NEEDHAM, MA 02494
Telephone	781-800-5800
CIK	0001526520
Symbol	TRIP
SIC Code	7370 - Computer Programming, Data Processing, And
Industry	Leisure & Recreation
Sector	Consumer Cyclical
Fiscal Year	12/31

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 or
Section 30(h) of the Investment Company Act of 1940

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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) President, Vacation Rentals
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/27/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$42.81	2/27/2017		A		72960		2/15/2018 (1)	2/27/2027	Common Stock	72960	\$0	72960	D	
Restricted Stock Units	\$42.81	2/27/2017		A		29198		2/27/2017 (2)	2/28/2017	Common Stock	29198	\$0	29198	D	
Stock Option (Right to Buy)	\$42.81	2/27/2017		A		25960		6/15/2018 (1)	2/27/2027	Common Stock	25960	\$0	25960	D	
Restricted Stock Units	\$42.81	2/27/2017		A		24526		6/15/2018 (2)	6/15/2021	Common Stock	24526	\$0	24526	D	

Explanation of Responses:

- (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 1) on each anniversary thereafter, until the stock options are fully vested.
- (Date at which first vesting occurs is indicated. One-fourth of the total number of RSUs vest on the first vesting date and an additional one-fourth vest on each 2) anniversary thereafter, until the RSUs are fully vested. Upon vesting, shares will be issued on a one-for-one basis.

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

3/1/2017

**Signature of Reporting Person

Date

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

* 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).

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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