

Halpin Dermot
Form 4
February 19, 2019

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)

02/15/2019

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 below) ____ Other (specify below)

President, Rentals&Experiences

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	02/15/2019		M	6,003	A \$ 57.76 21,791	D	
Common Stock, Par Value \$.001 Per Share	02/15/2019		F	2,063	D \$ 57.76 19,728	D	
Common Stock, Par Value	02/15/2019		M	1,043	A \$ 57.76 20,771	D	

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Value
\$.001 Per
Share

Common
Stock, Par

Value	02/15/2019	F	362	D	\$ 57.76	20,409	D
\$.001 Per Share							

Common
Stock, Par

Value	02/15/2019	M	4,951	A	\$ 57.76	25,360	D
\$.001 Per Share							

Common
Stock, Par

Value	02/15/2019	F	1,449	D	\$ 57.76	23,911	D
\$.001 Per Share							

Common
Stock, Par

Value	02/15/2019	M	7,300	A	\$ 57.76	31,211	D
\$.001 Per Share							

Common
Stock, Par

Value	02/15/2019	F	2,147	D	\$ 57.76	29,064	D
\$.001 Per Share							

Common
Stock, Par

Value	02/15/2019	S	17,655	D	\$ <u>(1)</u> 56.685	11,409	D
\$.001 Per Share							

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security	Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	02/15/2019	M			6,003	02/15/2019	02/15/2022	Common Stock	6,003
Restricted Stock Units	\$ 0	02/15/2019	M			1,043	02/15/2016	02/15/2019	Common Stock	1,043
Restricted Stock Units	\$ 0	02/15/2019	M			4,951	02/15/2017	02/15/2020	Common Stock	4,951
Restricted Stock Units	\$ 0	02/15/2019	M			7,300	02/27/2017	02/28/2017	Common Stock	7,300

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&Experiences	

Signatures

/s/ Linda C. Frazier, attorney
in fact 02/19/2019

____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).

The transaction was executed in multiple trades with a weighted average sales price of \$56.685. The reporting person undertakes to
(1) 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, as appropriate.

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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