

TripAdvisor, Inc.
Form 4/A
February 24, 2015

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., 141
NEEDHAM STREET

(Street)

NEWTON, MA 02464

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TripAdvisor, Inc. [TRIP]

3. Date of Earliest Transaction
(Month/Day/Year)

02/15/2015

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

02/18/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

President, Vacation Rentals

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$.001 Per Share	02/15/2015		M	1,072 A	\$ 82.4 3,432	D	
Common Stock, Par Value \$.001 Per Share	02/15/2015		F ⁽¹⁾	338 D	\$ 82.4 3,094	D	
Common Stock, Par Value \$.001 Per Share	02/15/2015		M	968 A	\$ 82.4 4,062	D	

Common
 Stock, Par Value \$.001 02/15/2015 F⁽¹⁾ 312 D \$ 82.4 3,750 D
 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 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)	8. 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	02/15/2015		M		1,072		02/15/2015	<u>(2)</u>	Common Stock	1,072
Restricted Stock Units	\$ 0	02/15/2015		M		968		02/15/2015	<u>(2)</u>	Common Stock	968

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Halpin Dermot C/O TRIPADVISOR, INC. 141 NEEDHAM STREET NEWTON, MA 02464	President, Vacation Rentals

Signatures

/s/ Linda C. Frazier, attorney
 in fact 02/24/2015

 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) This amendment is being filed to reflect the shares withheld to cover taxes.
- (2) Shares will be issued shortly after vesting.
- (3) Of such RSUs, 1,072 vest on February 15, 2016 and 1,071 vest on February 15, 2017. Shares will be issued shortly after vesting.
- (4) Of such RSUs 967 vest on each of February 15, 2016, February 15, 2017 and February 15, 2018. Shares will be issued shortly after vesting.

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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