

Watson Noel Bertram
 Form 4
 February 20, 2018

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 *
 Watson Noel Bertram

(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)
 02/15/2018

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)

Chief Accounting Officer

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	02/15/2018		M		496 A \$ 40.72	2,498	D
Common Stock	02/15/2018		M		438 A \$ 40.72	2,936	D
Common Stock	02/15/2018		M		901 A \$ 40.72	3,837	D
Common Stock	02/15/2018		M		1,431 A \$ 40.72	5,268	D
Common Stock	02/15/2018		F		173 D \$ 40.72	5,095	D

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Common Stock	02/15/2018	F	153	D	\$ 40.72	4,942	D
Common Stock	02/15/2018	F	314	D	\$ 40.72	4,628	D
Common Stock	02/15/2018	F	423	D	\$ 40.72	4,205	D
Common Stock	02/15/2018	<u>D⁽¹⁾</u>	345	D	\$ 46.25 <u>(2)</u>	3,860	D
Common Stock	02/15/2018	<u>D⁽¹⁾</u>	1,657	D	\$ 46.25 <u>(2)</u>	2,203	D
Common Stock	02/16/2018	<u>D⁽¹⁾</u>	749	D	\$ 42.45	1,454	D

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	02/15/2018		M	496	02/15/2015	02/15/2018	Common Stock	496
Restricted Stock Units	\$ 0	02/15/2018		M	438	02/15/2016	02/15/2019	Common Stock	438
Restricted Stock Units	\$ 0	02/15/2018		M	901	02/15/2017	02/15/2020	Common Stock	901
	\$ 0	02/15/2018		M	1,431	02/15/2018	02/15/2021		1,431

Restricted
Stock
Units

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Watson Noel Bertram C/O TRIPADVISOR, INC. 400 1ST AVENUE NEEDHAM, MA 02494			Chief Accounting Officer	

Signatures

/s/ Linda C. Frazier, attorney
in fact

02/20/2018

__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 transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by this reporting person.
 - (2) The transaction was executed in multiple trades with a weighted average sales price of \$46.25. The reporting person undertakes to provide information regarding the number of shares and price at which each transaction was effected upon reasonable request.

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.