

Halpin Dermot
Form 4
May 15, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
05/11/2018

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)

President, Rentals and Experie

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 | (D) | Price |
| Common Stock, Par Value \$\$.001 Per Share | 05/11/2018 | | M | | 9,213 | A | \$ 45.27 9,213 |
| Common Stock, Par Value \$\$.001 Per Share | 05/11/2018 | | M | | 3,533 | A | \$ 45.27 12,746 |
| Common Stock, Par Value \$\$.001 Per Share | 05/11/2018 | | M | | 36,667 | A | \$ 45.27 49,413 |

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| | | | | | | | |
|---|------------|------------------|--------|---|------------------------|--------|---|
| Value \$.001 Per Share Common Stock, Par Value | 05/11/2018 | M | 18,240 | A | \$ 42.81 | 67,653 | D |
| \$.001 Per Share | | | | | | | |
| Common Stock, Par Value | 05/11/2018 | D ⁽¹⁾ | 16,935 | D | \$ 49.204 | 50,718 | D |
| \$.001 Per Share | | | | | | | |
| Common Stock, Par Value | 05/11/2018 | D | 9,213 | D | \$ 49.163 | 41,505 | D |
| \$.001 Per Share | | | | | | | |
| Common Stock, Par Value | 05/11/2018 | D | 505 | D | \$ 49.06 | 41,000 | D |
| \$.001 Per Share | | | | | | | |
| Common Stock, Par Value | 05/11/2018 | D | 700 | D | \$ 49.07 | 40,300 | D |
| \$.001 Per Share | | | | | | | |
| Common Stock, Par Value | 05/11/2018 | D | 100 | D | \$ 49.071 | 40,200 | D |
| \$.001 Per Share | | | | | | | |
| Common Stock, Par Value | 05/11/2018 | D | 3,533 | D | \$ 49.21 | 36,667 | D |
| \$.001 Per Share | | | | | | | |
| Common Stock, Par Value | 05/11/2018 | D | 36,667 | D | \$ 48.97 <u>(2)</u> | 0 | D |
| \$.001 Per Share | | | | | | | |

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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 45.27 | 05/11/2018 | | M | 9,213 | 02/15/2014 ⁽³⁾ 02/27/2023 | Common Stock 9,213 |
| Stock Option (Right to Buy) | \$ 45.27 | 05/11/2018 | | M | 3,533 | 12/31/2014 ⁽³⁾ 02/27/2020 | Common Stock 3,533 |
| Stock Option (Right to Buy) | \$ 45.27 | 05/11/2018 | | M | 36,667 | 02/15/2014 ⁽³⁾ 02/27/2020 | Common Stock 36,667 |
| Stock Option (Right to Buy) | \$ 42.81 | 05/11/2018 | | M | 18,240 | 02/15/2018 ⁽⁴⁾ 02/27/2027 | Common Stock 18,240 |

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 and Experie | |

Signatures

/s/ Linda C. Frazier, attorney
in fact 05/15/2018

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) Shares were withheld to cover taxes and exercise price for the options.

The transaction was executed in multiple trades with a weighted average sales price of \$48.97. The reporting person undertakes to

(2) 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.

(3) All of such options are currently exercisable.

(4) 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 on each anniversary thereafter, until the stock options are fully vested.

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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