

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>TEUNISSEN ERNST 02494</u>  (Last) (First) (Middle) <u>C/O TRIPADVISOR, INC.</u> <u>400 1ST AVENUE</u>  (Street) <u>NEEDHAM MA 02494</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TripAdvisor, Inc. [ TRIP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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)
			Code	V	Amount	(A) or (D)	Price			

**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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0	02/22/2018		A		30,012		02/15/2019 <sup>(1)</sup>	02/15/2022	Common Stock	30,012	\$0	30,012	D	
Stock Option (Right to Buy)	\$41.65	02/22/2018		A		35,408		02/15/2019 <sup>(2)</sup>	02/15/2022	Common Stock	35,408	\$0	35,408	D	
Restricted Stock Units (TSR performance-based)	\$0	02/22/2018		A		15,006 <sup>(3)</sup>		12/31/2020 <sup>(4)</sup>	01/01/2021	Common Stock, Par Value \$.001 Per Share	15,006	\$0	15,006	D	

**Explanation of Responses:**

- The Restricted Stock Units ("RSUs") vest and settle in four equal annual installments commencing on the first anniversary of the date of grant.
- The options vest and become exercisable in four equal annual installments commencing on the first anniversary of the date of grant.
- The actual number of performance-based RSUs ("PSUs") to vest and settle (with a target of 15,006 RSUs and maximum of 30,012 RSUs) will be based on the extent to which the Issuer's relative total shareholder return ("TSR") equals or exceeds the TSR of the Nasdaq Composite Total Return Index during the performance period beginning January 1, 2018 and ending December 31, 2020.
- The PSUs will vest and settle shortly following expiration of the performance period.

/s/ Linda C. Frazier, attorney in fact 02/26/2018

\*\* 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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