

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>Kalvert Seth J</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>SVP, GC, Sec.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/04/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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					
Restricted Stock Units (TSR performance-based)	\$0	12/04/2019		A		1,398 <sup>(1)</sup>		12/31/2020	01/01/2021	Common Stock, Par Value \$.001 Per Share	\$0	12,802	D	
Restricted Stock Units (TSR performance-based)	\$0	12/04/2019		A		1,075 <sup>(1)</sup>		02/15/2022	02/16/2022	Common Stock, Par Value \$.001 Per Share	\$0	9,850	D	
Restricted Stock Units	\$0	12/04/2019		A		412 <sup>(1)</sup>		02/15/2017	02/15/2020	Common Stock	\$0	3,779	D	
Restricted Stock Units	\$42.81	12/04/2019		A		1,968 <sup>(1)</sup>		06/15/2018	06/15/2021	Common Stock	\$0	18,026	D	
Restricted Stock Units	\$0	12/04/2019		A		1,073 <sup>(1)</sup>		02/15/2018	02/16/2021	Common Stock	\$0	9,832	D	
Restricted Stock Units	\$0	12/04/2019		A		2,097 <sup>(1)</sup>		02/15/2019	02/15/2022	Common Stock	\$0	19,203	D	
Restricted Stock Units	\$0	12/04/2019		A		2,151		02/15/2020	02/16/2023	Common Stock	\$0	19,701	D	

**Explanation of Responses:**

1. Represents dividend equivalent rights that accrued on December 4, 2019 with respect to equity awards granted to the Reporting Person pursuant to the issuer's equity compensation program. Such additional securities vest on the same terms as the securities to which they relate. Each dividend equivalent right represents a contingent right to receive one share of the issuer's common stock.

/s/ Linda C. Frazier, attorney in fact 12/06/2019

\*\* 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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