

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Watson Noel Bertram</u>			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 Accounting Officer</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
C/O TRIPADVISOR, INC. 400 1ST AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
<u>NEEDHAM</u>	<u>MA</u>	<u>02494</u>							

**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			
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	
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		D <sup>(1)</sup>		345	D	\$46.25 <sup>(2)</sup>	3,860	D	
Common Stock	02/15/2018		D <sup>(1)</sup>		1,657	D	\$46.25 <sup>(2)</sup>	2,203	D	
Common Stock	02/16/2018		D <sup>(1)</sup>		749	D	\$42.45	1,454	D	

**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	02/15/2018		M		496		02/15/2015	02/15/2018	Common Stock	496	\$0	0	D	
Restricted Stock Units	\$0	02/15/2018		M		438		02/15/2016	02/15/2019	Common Stock	438	\$0	438	D	
Restricted Stock Units	\$0	02/15/2018		M		901		02/15/2017	02/15/2020	Common Stock	901	\$0	1,802	D	
Restricted Stock Units	\$0	02/15/2018		M		1,431		02/15/2018	02/15/2021	Common Stock	1,431	\$0	4,291	D	

**Explanation of Responses:**

- This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by this reporting person.
- 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.

/s/ Linda C. Frazier, attorney in fact 02/20/2018

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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**