

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	
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1. Name and Address of Reporting Person* <u>Halpin Dermot</u> (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 <u>TripAdvisor, Inc. [TRIP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>President, Rentals and Experie</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$.001 Per Share	05/11/2018		M		9,213	A	\$45.27	9,213	D	
Common Stock, Par Value \$.001 Per Share	05/11/2018		M		3,533	A	\$45.27	12,746	D	
Common Stock, Par Value \$.001 Per Share	05/11/2018		M		36,667	A	\$45.27	49,413	D	
Common Stock, Par Value \$.001 Per Share	05/11/2018		M		18,240	A	\$42.81	67,653	D	
Common Stock, Par Value \$.001 Per Share	05/11/2018		D ⁽¹⁾		16,935	D	\$49.204	50,718	D	
Common Stock, Par Value \$.001 Per Share	05/11/2018		D		9,213	D	\$49.163	41,505	D	
Common Stock, Par Value \$.001 Per Share	05/11/2018		D		505	D	\$49.06	41,000	D	
Common Stock, Par Value \$.001 Per Share	05/11/2018		D		700	D	\$49.07	40,300	D	
Common Stock, Par Value \$.001 Per Share	05/11/2018		D		100	D	\$49.071	40,200	D	
Common Stock, Par Value \$.001 Per Share	05/11/2018		D		3,533	D	\$49.21	36,667	D	
Common Stock, Par Value \$.001 Per Share	05/11/2018		D		36,667	D	\$48.97 ⁽²⁾	0	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
Stock Option (Right to Buy)	\$45.27	05/11/2018		M			9,213	02/15/2014 ⁽³⁾	02/27/2023	Common Stock	9,213	\$0	0	D	
Stock Option (Right to Buy)	\$45.27	05/11/2018		M			3,533	12/31/2014 ⁽³⁾	02/27/2020	Common Stock	3,533	\$0	0	D	
Stock Option (Right to Buy)	\$45.27	05/11/2018		M			36,667	02/15/2014 ⁽³⁾	02/27/2020	Common Stock	36,667	\$0	0	D	
Stock Option (Right to Buy)	\$42.81	05/11/2018		M			18,240	02/15/2018 ⁽⁴⁾	02/27/2027	Common Stock	18,240	\$0	54,720	D	

Explanation of Responses:

- 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 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.
- 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.

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

** 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.

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.