

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Seidenberg Barrie</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>CEO, Viator, Inc.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/08/2016</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			
Common Stock, Par Value \$.001 Per Share	08/08/2016		M		1,323	A	\$60.81	2,564	D	
Common Stock, Par Value \$.001 Per Share	08/08/2016		F		498	D	\$61.13	2,066	D	
Common Stock, Par Value \$.001 Per Share	08/08/2016		F		995	D	\$61.13	1,071	D	
Common Stock, Par Value \$.001 Per Share	08/08/2016		M		2,647	A	\$61.13	3,718	D	
Common Stock, Par Value \$.001 Per Share	08/09/2016		D		3,718	D	\$61.13 ⁽¹⁾	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
Restricted Stock Units	\$0	08/08/2016		M			1,323	08/08/2015	(2)	Common Stock	2,564	\$0	2,646	D	
Restricted Stock Units	\$0	08/08/2016		M			2,647	08/08/2015	(3)	Common Stock	2,647	\$0	5,293	D	

Explanation of Responses:

- The transaction was executed in multiple trades with a weighted average sales prices of \$61.13. 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.
- Of such restricted share units, or RSUs, 1,324 vested on August 8, 2015 and 1,323 vested on August 8, 2016 and 1,323 vest on each of August 8, 2017 and August 8, 2018.
- Of such RSUs, 2,647 vested on August 8, 2015 and 2,647 on August 8, 2016 and 2,647 vest on August 8, 2017 and 2,646 vest on August 8, 2018.

/s/ Linda C. Frazier, attorney in fact 08/10/2016

** 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.