

**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>  (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 Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2017</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	02/15/2017		M		901	A	\$52.19	2,285	D	
Common Stock	02/15/2017		M		438	A	\$52.19	2,723	D	
Common Stock	02/15/2017		M		496	A	\$52.19	3,219	D	
Common Stock	02/15/2017		M		1,143	A	\$52.19	4,362	D	
Common Stock	02/15/2017		F		333	D	\$52.19	4,029	D	
Common Stock	02/15/2017		F		166	D	\$52.19	3,863	D	
Common Stock	02/15/2017		F		188	D	\$52.19	3,675	D	
Common Stock	02/15/2017		F		361	D	\$52.19	3,314	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	Amount or Number of Shares				
Restricted Stock Units	\$0	02/15/2017		M			901	02/15/2017 <sup>(1)</sup>	02/15/2020	Common Stock	901	\$0	2,703	D	
Restricted Stock Units	\$0	02/15/2017		M			438	02/15/2016 <sup>(2)</sup>	02/15/2019	Common Stock	438	\$0	876	D	
Restricted Stock Units	\$0	02/15/2017		M			496	02/15/2015 <sup>(3)</sup>	02/15/2018	Common Stock	496	\$0	496	D	
Restricted Stock Units	\$0	02/15/2017		M			1,143	02/15/2014 <sup>(4)</sup>	02/15/2017	Common Stock	1,143	\$0	0	D	

**Explanation of Responses:**

- Of such RSUs, 901 vested on February 15, 2017, and 901 vest on each of February 15, 2018, February 15, 2019 and February 15, 2020. Shares will be delivered on a one-for-one basis.
- Of such RSUs, 438 vested on February 15, 2017 and 438 vest on each of February 15, 2018 and February 15, 2019. Shares will be delivered on a one-for-one basis.
- Of such RSUs, 496 vested on February 15, 2017 and 496 will vest on February 15, 2018. Shares will be delivered on a one-for-one basis.
- The RSUs vested on February 15, 2017. Shares were delivered on a one-for-one basis.

/s/ Linda C. Frazier, attorney in fact 02/17/2017

\*\* 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.**