

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>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>02/15/2017</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	02/15/2017		M		992	A	\$52.19	7,516	D	
Common Stock	02/15/2017		M		2,226	A	\$52.19	9,742	D	
Common Stock	02/15/2017		M		3,367	A	\$52.19	13,109	D	
Common Stock	02/15/2017		F		1,090	D	\$52.19	12,019	D	
Common Stock	02/15/2017		F		777	D	\$52.19	11,242	D	
Common Stock	02/15/2017		F		322	D	\$52.19	10,920	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	02/15/2017		M			992	02/15/2015 ⁽¹⁾	02/15/2019	Common Stock	992	\$0	991	D	
Restricted Stock Units	\$0	02/15/2017		M			2,226	02/15/2016 ⁽²⁾	02/15/2020	Common Stock	2,226	\$0	4,450	D	
Restricted Stock Units	\$0	02/15/2017		M			3,367	02/15/2017 ⁽³⁾	02/15/2020	Common Stock	3,367	\$0	10,101	D	

Explanation of Responses:

- Of such RSUs, 992 vested on February 15, 2017 and the remaining balance of 991 vests on February 15, 2018. Shares will be issued on a one-for-one basis.
- Of such RSUs 2,226 vested on February 15, 2017 and 2,225 will vest on each of February 15, 2018 and February 15, 2019. Shares will be delivered on a one-for-one basis.
- Of such RSUs, 3,367 vested on February 15, 2017 and 3,367 will vest on each of February 15, 2018, February 15, 2019 and February 15, 2020. Shares will be 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.