

**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>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, Vacation Rentals</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2017</u>	
		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	02/15/2017		M		1,071	A	\$52.19	1,971	D	
Common Stock, Par Value \$.001 Per Share	02/15/2017		M		967	A	\$52.19	2,938	D	
Common Stock, Par Value \$.001 Per Share	02/15/2017		M		4,952	A	\$52.19	7,890	D	
Common Stock, Par Value \$.001 Per Share	02/15/2017		M		1,043	A	\$52.19	8,933	D	
Common Stock, Par Value \$.001 Per Share	02/15/2017		F		371	D	\$52.19	8,562	D	
Common Stock, Par Value \$.001 Per Share	02/15/2017		F		335	D	\$52.19	8,227	D	
Common Stock, Par Value \$.001 Per Share	02/15/2017		F		361	D	\$52.19	7,866	D	
Common Stock, Par Value \$.001 Per Share	02/15/2017		F		1,602	D	\$52.19	6,264	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			1,071	02/15/2015	02/20/2017	Common Stock	1,071	\$0	0	D	
Restricted Stock Units	\$0	02/15/2017		M			967	02/15/2015 <sup>(1)</sup>	02/16/2018	Common Stock	967	\$0	967	D	
Restricted Stock Units	\$0	02/15/2017		M			4,952	02/15/2017 <sup>(2)</sup>	02/15/2020	Common Stock	4,952	\$0	14,854	D	
Restricted Stock Units	\$0	02/15/2017		M			1,043	02/15/2016 <sup>(3)</sup>	02/15/2019	Common Stock	1,043	\$0	2,086	D	

**Explanation of Responses:**

- Of such RSUs, 967 vested on February 15, 2017 and the balance of 967 will vest on February 15, 2018. Shares will be delivered on a one-for-one basis.
- Of such RSUs, 4,952 vested on February 15, 2017, 4,952 will vest on February 15, 2018 and 4,951 will vest on each of February 15, 2019 and February 15, 2020. Shares will be delivered on a one-for-one basis.
- Of such RSUs, 1,043 vested on February 15, 2017 and 1,043 will vest on each of February 15, 2018 and February 15, 2019. Shares will be issued 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.