

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>Halpin Dermot</u> (Last) (First) (Middle) <u>C/O TRIPADVISOR, INC.</u> <u>141 NEEDHAM STREET</u> (Street) <u>NEWTON MA 02464</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>President, Vacation Rentals</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/18/2015</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, Par Value \$.001 Per Share	02/15/2015		M		1,072	A	\$82.4	3,432	D	
Common Stock, Par Value \$.001 Per Share	02/15/2015		F ⁽¹⁾		338	D	\$82.4	3,094	D	
Common Stock, Par Value \$.001 Per Share	02/15/2015		M		968	A	\$82.4	4,062	D	
Common Stock, Par Value \$.001 Per Share	02/15/2015		F ⁽¹⁾		312	D	\$82.4	3,750	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	02/15/2015		M			1,072	02/15/2015	(2)	Common Stock	1,072	\$0	2,143 ⁽³⁾	D	
Restricted Stock Units	\$0	02/15/2015		M			968	02/15/2015	(2)	Common Stock	968	\$0	2,901 ⁽⁴⁾	D	

Explanation of Responses:

- This amendment is being filed to reflect the shares withheld to cover taxes.
- Shares will be issued shortly after vesting.
- Of such RSUs, 1,072 vest on February 15, 2016 and 1,071 vest on February 15, 2017. Shares will be issued shortly after vesting.
- Of such RSUs 967 vest on each of February 15, 2016, February 15, 2017 and February 15, 2018. Shares will be issued shortly after vesting.

/s/ Linda C. Frazier, attorney in fact 02/24/2015

** 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.