

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	
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1. Name and Address of Reporting Person* <u>Kalvert Seth J</u>			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) <b>SVP, GC, Sec.</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/09/2013</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O TRIPADVISOR, INC. 400 1ST AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/11/2013</u>					
(Street) <u>NEEDHAM MA 02494</u>								
(City) (State) (Zip)								

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	09/09/2013		M		22,669	A	\$0	26,455	D	
Common Stock	09/09/2013		S <sup>(1)</sup>		22,669	D	\$74.6246 <sup>(2)</sup>	3,786	D	
Common Stock	09/09/2013		M		10,439	A	\$0	14,225	D	
Common Stock	09/09/2013		S <sup>(1)</sup>		10,439	D	\$74.6246 <sup>(2)</sup>	3,786	D	
Common Stock	09/09/2013		M		7,078	A	\$0	10,864	D	
Common Stock	09/09/2013		S <sup>(1)</sup>		7,078	D	\$74.6246 <sup>(2)</sup>	3,786	D	
Common Stock	09/09/2013		A		5,898	A	\$28.86	9,684	D	
Common Stock	09/09/2013		S <sup>(1)</sup>		5,898	D	\$74.6246 <sup>(2)</sup>	3,786	D	
Common Stock	09/09/2013		M		2,359	A	\$0	6,145	D	
Common Stock	09/09/2013		S <sup>(1)</sup>		2,359	D	\$74.6246 <sup>(2)</sup>	3,786	D	
Common Stock	09/09/2013		G	V	675	D	\$74.6246	3,111	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
Stock Option (Right to Buy)	\$7.8	09/09/2013		M			22,669	03/02/2010 <sup>(3)</sup>	03/02/2016	Common Stock	22,669	\$0	0	D	
Stock Option (Right to Buy)	\$23.76	09/09/2013		M			10,439	02/23/2011 <sup>(3)</sup>	02/23/2017	Common Stock	10,439	\$0	4,129	D	
Stock Option (Right to Buy)	\$20.87	09/09/2013		M			7,078	03/01/2012 <sup>(3)</sup>	03/01/2018	Common Stock	7,078	\$0	7,079	D	
Stock Option (Right to Buy)	\$28.86	09/09/2013		M			5,898	08/25/2012 <sup>(3)</sup>	08/25/2018	Common Stock	5,898	\$0	17,697	D	
Stock Option (Right to Buy)	\$29.48	09/09/2013		M			2,359	11/30/2012 <sup>(3)</sup>	11/30/2018	Common Stock	2,359	\$0	7,079	D	

Explanation of Responses:

1. The reporting person's option exercise and sale reported in this Form 4 include shares sold in connection with the cashless exercise of options effected pursuant to Rule 10b5-1 trading plan previously adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.40 to \$74.81, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

3. Date at which first vesting occurred is indicated. One-fourth of the total number of shares underlying this option vested on the first vesting date and an additional one-fourth on each anniversary thereafter until the option became fully vested.

/s/ Linda C. Frazier, attorney in  
fact 02/24/2016

\*\* 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.**