TripAdvisor, Inc. Form 4/A April 28, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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Estimated average burden hours per response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

12/15/2014

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and A Philips Jerer	erson * 2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer		
		TripAdv	risor, Inc.	[TRIP]	(Cł	neck all applicabl	e)
(Last)	(First) (M	iddle) 3. Date of	Earliest Tra	ansaction			
		(Month/D	ay/Year)		_X_ Director		% Owner
C/O TRIPAI NEEDHAM	41 12/15/20	12/15/2014			ive title Oth below)	er (specify	
	(Street)	4. If Amer	ndment, Da	te Original	6. Individual or	Joint/Group Fili	ng(Check
		Filed(Mon 12/17/20	th/Day/Year))14			y One Reporting P	
NEWTON,					Form filed by More than One Reporting Person		
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Securitie	s Acquired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transacti	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following Reported	(Instr. 4)	(Instr. 4)
				(A)	Transaction(s)		
			Code V	or Amount (D) P	(Instr. 3 and 4)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

12,940 (3)

(2)

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2,077

(1)

A

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
							Expiration Date	Title Nun	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
Philips Jeremy C/O TRIPADVISOR, INC. 141 NEEDHAM STREET, NEWTON, MA 02464	X					

Signatures

/s/ Linda C. Frazier, attorney 04/28/2015 in fact

Explanation of Responses:

- 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).

Date

- Represents shares underlying Restricted Stock Units ("RSUs") granted under the Issuer's 2011 Stock and Annual Incentive Plan, as amended. Such RSUs vest in three equal installments on the first, second and third anniversaries of the grant date.
- (2) The RSUs were received as an award for no cash consideration.
- Includes shares of Common Stock issuable upon vesting of currently outstanding RSUs pursuant to a grant dated 12/21/11. Previously (3) RSUs were sometimes reported in Table I and other times in Table II. This amendment is being filed in order to report all such securities

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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