

TripAdvisor, Inc.  
Form 4  
August 11, 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  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Seidenberg Barrie

(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

TripAdvisor, Inc. [TRIP]

3. Date of Earliest Transaction  
(Month/Day/Year)

08/08/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

CEO, Viator, Inc.

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)
Common Stock, Par Value \$.001 Per Share	08/08/2015		M	1,324 A	\$ 76.12 1,324	D	
Common Stock, Par Value \$.001 Per Share	08/08/2015		F	498 D	\$ 76.12 826	D	
Common Stock, Par	08/08/2015		M	2,647 A	\$ 76.12 3,473	D	

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Value  
\$.001 Per  
Share

Common  
Stock, Par

Value	08/08/2015	F	995	D	\$ 76.12	2,478	D
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\$.001 Per  
Share

Common  
Stock, Par

Value	08/10/2015	S	178	D	\$ 75.453	2,300	D
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\$.001 Per  
Share

Common  
Stock, Par

Value	08/10/2015	S	2,300	D	\$ 75.454	0	D
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\$.001 Per  
Share

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

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	\$ 0	08/08/2015		M	1,324	08/08/2015 <sup>(1)</sup> <sup>(1)</sup>	Common Stock	1,324
Restricted Stock Units	\$ 0	08/08/2015		M	2,647	08/08/2015 <sup>(2)</sup> <sup>(2)</sup>	Common Stock	2,647

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seidenberg Barrie C/O TRIPADVISOR, INC. 400 1ST AVENUE NEEDHAM, MA 02494			CEO, Viator, Inc.	

## Signatures

/s/ Linda C. Frazier, attorney in fact	08/11/2015
__Signature of Reporting Person	Date

## 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).
- (1) Of such restricted share units, or RSUs, 1,324 vested on August 8, 2015 and 1,323 vest on each of August 8, 2016, August 8, 2017 and August 8, 2018.
- (2) Of such RSUs, 2,647 vested on August 8, 2015 and each of August 8, 2016 and August 8, 2017 and 2,646 vest on August 8, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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