

Watson Noel Bertram
 Form 4
 February 20, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Watson Noel Bertram

2. Issuer Name and Ticker or Trading Symbol
 TripAdvisor, Inc. [TRIP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O TRIPADVISOR, INC., 400 1ST AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Accounting Officer

(Street)
 NEEDHAM, MA 02494

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/15/2018 | | M | 496 | A \$ 40.72 | 2,498 | D |
| Common Stock | 02/15/2018 | | M | 438 | A \$ 40.72 | 2,936 | D |
| Common Stock | 02/15/2018 | | M | 901 | A \$ 40.72 | 3,837 | D |
| Common Stock | 02/15/2018 | | M | 1,431 | A \$ 40.72 | 5,268 | D |
| Common Stock | 02/15/2018 | | F | 173 | D \$ 40.72 | 5,095 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------------------|-------|------------------|
| Common Stock | 02/15/2018 | F | 153 | D | \$ 40.72 | 4,942 | D |
| Common Stock | 02/15/2018 | F | 314 | D | \$ 40.72 | 4,628 | D |
| Common Stock | 02/15/2018 | F | 423 | D | \$ 40.72 | 4,205 | D |
| Common Stock | 02/15/2018 | D | 345 | D | \$ 46.25 <u>(1)</u> | 3,860 | D ⁽²⁾ |
| Common Stock | 02/15/2018 | D | 1,657 | D | \$ 46.25 <u>(1)</u> | 2,203 | D ⁽²⁾ |

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.

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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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 02/15/2018 | | M | 496 | 02/15/2015 | 02/15/2018 | Common Stock | 496 |
| Restricted Stock Units | \$ 0 | 02/15/2018 | | M | 438 | 02/15/2016 | 02/15/2019 | Common Stock | 438 |
| Restricted Stock Units | \$ 0 | 02/15/2018 | | M | 901 | 02/15/2017 | 02/15/2020 | Common Stock | 901 |
| Restricted Stock Units | \$ 0 | 02/15/2018 | | M | 1,431 | 02/15/2018 | 02/15/2021 | Common Stock | 1,431 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Watson Noel Bertram C/O TRIPADVISOR, INC. 400 1ST AVENUE NEEDHAM, MA 02494 | | | Chief Accounting Officer | |

Signatures

/s/ Linda C. Frazier, attorney
in fact

02/20/2018

__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) The transaction was executed in multiple trades with a weighted average sales price of \$46.25. The reporting person undertakes to provide information regarding the number of shares and price at which each transaction was effected upon reasonable request.
 - (2) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by this reporting person.

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.