

TripAdvisor, Inc.
Form 4
February 17, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kalvert Seth J

(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)
02/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, GC, Sec.

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 | 02/15/2017 | | M | 992 | A \$ 52.19 | 7,516 | D |
| Common Stock | 02/15/2017 | | M | 2,226 | A \$ 52.19 | 9,742 | D |
| Common Stock | 02/15/2017 | | M | 3,367 | A \$ 52.19 | 13,109 | D |
| Common Stock | 02/15/2017 | | F | 1,090 | D \$ 52.19 | 12,019 | D |
| Common Stock | 02/15/2017 | | F | 777 | D \$ 52.19 | 11,242 | D |

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Common Stock 02/15/2017 F 322 D \$ 52.19 10,920 D

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

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(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 | 02/15/2017 | | M | 992 | 02/15/2015 ⁽¹⁾ 02/15/2019 | Common Stock | 992 |
| Restricted Stock Units | \$ 0 | 02/15/2017 | | M | 2,226 | 02/15/2016 ⁽²⁾ 02/15/2020 | Common Stock | 2,226 |
| Restricted Stock Units | \$ 0 | 02/15/2017 | | M | 3,367 | 02/15/2017 ⁽³⁾ 02/15/2020 | Common Stock | 3,367 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kalvert Seth J C/O TRIPADVISOR, INC. 400 1ST AVENUE NEEDHAM, MA 02494 | | | SVP, GC, Sec. | |

Signatures

/s/ Linda C. Frazier, attorney in fact 02/17/2017

__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 RSUs, 992 vested on February 15, 2017 and the remaining balance of 991 vests on February 15, 2018. Shares will be issued on a one-for-one basis.
 - (2) Of such RSUs 2,226 vested on February 15, 2017 and 2,225 will vest on each of February 15, 2018 and February 15, 2019. Shares will be delivered on a one-for-one basis.
 - (3) Of such RSUs, 3,367 vested on February 15, 2017 and 3,367 will vest on each of February 15, 2018, February 15, 2019 and February 15, 2020. Shares will be delivered on a one-for-one basis.

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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