

TripAdvisor, Inc.  
Form 4  
February 17, 2016

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Halpin Dermot

(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)  
02/12/2016

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)

President, Vacation Rentals

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock, Par Value \$0.001 Per Share | 02/12/2016                           |  | M                              |   | 1,072 A \$ 61.07  | 1,972  | D                                 |
| Common Stock, Par Value \$0.001 Per Share | 02/12/2016                           |  | F                              |   | 378 D \$ 61.07  | 1,594  | D                                 |
| Common Stock, Par Value \$0.001 Per Share | 02/12/2016                           |  | M                              |   | 1,044 A \$ 61.07  | 2,638  | D                                 |

Value  
\$.001 Per  
Share

Common  
Stock, Par  
Value 02/12/2016  
\$.001 Per  
Share

F 358 D \$ 61.07 2,280 D

Common  
Stock, Par  
Value 02/12/2016  
\$.001 Per  
Share

M 967 A \$ 61.07 3,247 D

Common  
Stock, Par  
Value 02/12/2016  
\$.001 Per  
Share

F 321 D \$ 61.07 2,926 D

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

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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   | 02/12/2016                           |  | M                              | 1,072   | 02/15/2015 <sup>(1)</sup> 02/15/2018                     | Common Stock  | 1,072                      |
| Restricted Stock Units                     | \$ 0   | 02/12/2016                           |  | M                              | 1,044   | 02/15/2015 <sup>(2)</sup> 02/15/2019                     | Common Stock  | 1,044                      |
|  | \$ 0   | 02/12/2016                           |  | M                              | 967   | 02/15/2016 <sup>(3)</sup> 02/15/2020                     |   | 967                        |

Restricted  
Stock  
Units

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Halpin Dermot<br>C/O TRIPADVISOR, INC.<br>400 1ST AVENUE<br>NEEDHAM, MA 02494 |               |           | President, Vacation Rentals |       |

## Signatures

/s/ Linda C. Frazier, attorney  
in fact

02/17/2016

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) Date at which first vesting occurred is indicated. The remaining RSUs vest on February 15, 2017.
- (2) Date at which first vesting occurred is indicated. The remaining RSUs vest in three equal installments on February 15, 2017, February 15, 2018 and February 15, 2019.
- (3) Date at which first vesting occurred is indicated. The remaining RSUs vest in three equal installments on February 15, 2017, February 15, 2018 and February 15, 2019.

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.