

TripAdvisor, Inc.
Form 4
February 17, 2017

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

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(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
__X__ Officer (give title below) ____ Other (specify
below)

SVP, GC, Sec.

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)
			Code	V	Amount	(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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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