

Watson Noel Bertram
Form 4
February 19, 2019

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

(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)
02/15/2019

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)

Chief Accounting Officer

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	02/15/2019		M	V	2,101	\$ 57.76	2,101 D
Common Stock	02/15/2019		F		618	\$ 57.76	1,483 D
Common Stock	02/15/2019		M		438	\$ 57.76	1,921 D
Common Stock	02/15/2019		F		152	\$ 57.76	1,769 D
Common Stock	02/15/2019		M		901	\$ 57.76	2,670 D

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Common Stock	02/15/2019	F	313	D	\$ 57.76	2,357	D
Common Stock	02/15/2019	M	1,431	A	\$ 57.76	3,788	D
Common Stock	02/15/2019	F	419	D	\$ 57.76	3,369	D

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

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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	02/15/2019		M		2,101		02/15/2019	02/15/2022	Common Stock	2,101
Restricted Stock Units	\$ 0	02/15/2019		M		438		02/15/2016	02/15/2019	Common Stock	438
Restricted Stock Units	\$ 0	02/15/2019		M		901		02/15/2017	02/15/2020	Common Stock	901
Restricted Stock Units	\$ 0	02/15/2019		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

02/19/2019

__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).

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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