TripAdvisor, Inc.
Form 4
February 17, 2017

FORM 4

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

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

OMB Number:	3235-0287
Expires:	January 31, 2005
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).

(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)
02/15/2017

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)
Chief Accounting Officer

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		901	A	$ 52.19	2,285	D	
Common Stock	02/15/2017		M		438	A	$ 52.19	2,723	D	
Common Stock	02/15/2017		M		496	A	$ 52.19	3,219	D	
Common Stock	02/15/2017		M		1,143	A	$ 52.19	4,362	D	
Common Stock	02/15/2017		F		333	D	$ 52.19	4,029	D	

Common Stock	02/15/2017		F	166	D	$ 52.19	3,863	D
Common Stock	02/15/2017		F	188	D	$ 52.19	3,675	D
Common Stock	02/15/2017		F	361	D	$ 52.19	3,314	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	$ 0	02/15/2017		M			901	02/15/2017[(1)]	02/15/2020	Common Stock	901
Restricted Stock Units	$ 0	02/15/2017		M			438	02/15/2016[(2)]	02/15/2019	Common Stock	438
Restricted Stock Units	$ 0	02/15/2017		M			496	02/15/2015[(3)]	02/15/2018	Common Stock	496
Restricted Stock Units	$ 0	02/15/2017		M			1,143	02/15/2014[(4)]	02/15/2017	Common Stock	1,143

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 — 02/17/2017

**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, 901 vested on February 15, 2017, and 901 vest on each of February 15, 2018, February 15, 2019 and February 15, 2020. Shares will be delivered on a one-for-one basis.

(2) Of such RSUs, 438 vested on February 15, 2017 and 438 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, 496 vested on February 15, 2017 and 496 will vest on February 15, 2018. Shares will be delivered on a one-for-one basis.

(4) The RSUs vested on February 15, 2017. Shares were 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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