

Halpin Dermot
Form 4
February 19, 2019

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 *
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)
02/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

President, Rentals&Experiences

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, Par Value \$\$.001 Per Share | 02/15/2019 | | M | | 6,003 A \$ 57.76 | 21,791 | D |
| Common Stock, Par Value \$\$.001 Per Share | 02/15/2019 | | F | | 2,063 D \$ 57.76 | 19,728 | D |
| Common Stock, Par Value \$\$.001 Per Share | 02/15/2019 | | M | | 1,043 A \$ 57.76 | 20,771 | D |

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| | | | | | | | |
|-------------------------------|------------|---|--------|---|-------------------------|--------|---|
| Value \$.001 Per Share | | | | | | | |
| Common Stock, Par Value | 02/15/2019 | F | 362 | D | \$ 57.76 | 20,409 | D |
| \$.001 Per Share | | | | | | | |
| Common Stock, Par Value | 02/15/2019 | M | 4,951 | A | \$ 57.76 | 25,360 | D |
| \$.001 Per Share | | | | | | | |
| Common Stock, Par Value | 02/15/2019 | F | 1,449 | D | \$ 57.76 | 23,911 | D |
| \$.001 Per Share | | | | | | | |
| Common Stock, Par Value | 02/15/2019 | M | 7,300 | A | \$ 57.76 | 31,211 | D |
| \$.001 Per Share | | | | | | | |
| Common Stock, Par Value | 02/15/2019 | F | 2,147 | D | \$ 57.76 | 29,064 | D |
| \$.001 Per Share | | | | | | | |
| Common Stock, Par Value | 02/15/2019 | S | 17,655 | D | \$ <u>(1)</u> 56.685 | 11,409 | D |
| \$.001 Per Share | | | | | | | |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|--|--|---|
|--|---|--------------------------------------|--|--------------------------------|--|--|---|

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| Security | | | Disposed of | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------|------|------------|-------------|-------|------------------|-----------------|--------------|----------------------------|
| | | | (D) | (A) | | | | |
| Restricted Stock Units | \$ 0 | 02/15/2019 | M | 6,003 | 02/15/2019 | 02/15/2022 | Common Stock | 6,003 |
| Restricted Stock Units | \$ 0 | 02/15/2019 | M | 1,043 | 02/15/2016 | 02/15/2019 | Common Stock | 1,043 |
| Restricted Stock Units | \$ 0 | 02/15/2019 | M | 4,951 | 02/15/2017 | 02/15/2020 | Common Stock | 4,951 |
| Restricted Stock Units | \$ 0 | 02/15/2019 | M | 7,300 | 02/27/2017 | 02/28/2017 | Common Stock | 7,300 |

Reporting Owners

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

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).
- The transaction was executed in multiple trades with a weighted average sales price of \$56.685. The reporting person undertakes to
- (1) provide information regarding the number of shares and prices at which the transaction was effected upon request of the SEC staff, the issuer or a security holder of the issuer, as appropriate.

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.