

TEUNISSEN ERNST 02494
 Form 4
 February 26, 2018

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 *
 TEUNISSEN ERNST 02494

2. Issuer Name and Ticker or Trading Symbol
 TripAdvisor, Inc. [TRIP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O TRIPADVISOR, INC., 400 1ST AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEEDHAM, MA 02494

(City) (State) (Zip)

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 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) | Code | V | Amount | (D) | Price |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title Underlying (Instr. 3) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--------------------------------|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--------------------------------|

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| | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|--|------------------------------|------------------|------------|---|---|---------------------------|-----------------|--------------------------------------|
| | | | | Code | V | | | |
| Restricted Stock Units | \$ 0 | 02/22/2018 | A | 30,012 | | 02/15/2019 ⁽¹⁾ | 02/15/2022 | Common Stock |
| Stock Option (Right to Buy) | \$ 41.65 | 02/22/2018 | A | 35,408 | | 02/15/2019 ⁽²⁾ | 02/15/2022 | Common Stock |
| Restricted Stock Units (TSR performance-based) | \$ 0 | 02/22/2018 | A | 15,006 ⁽³⁾ | | 12/31/2020 ⁽⁴⁾ | 01/01/2021 | Common Stock Par Value \$0.01 Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TEUNISSEN ERNST 02494 C/O TRIPADVISOR, INC. 400 1ST AVENUE NEEDHAM, MA 02494 | | | Chief Financial Officer | |

Signatures

/s/ Linda C. Frazier, attorney
in fact

02/26/2018

**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) The Restricted Stock Units ("RSUs") vest and settle in four equal annual installments commencing on the first anniversary of the date of grant.
- (2) The options vest and become exercisable in four equal annual installments commencing on the first anniversary of the date of grant.
- (3) The actual number of performance-based RSUs ("PSUs") to vest and settle (with a target of 15,006 RSUs and maximum of 30,012 RSUs) will be based on the extent to which the Issuer's relative total shareholder return ("TSR") equals or exceeds the TSR of the Nasdaq Composite Total Return Index during the performance period beginning January 1, 2018 and ending December 31, 2020.
- (4) The PSUs will vest and settle shortly following expiration of the performance period.

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.