

TripAdvisor, Inc.  
Form 4/A  
February 24, 2015

# 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., 141  
NEEDHAM STREET

(Street)

NEWTON, MA 02464

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2015

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/18/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President, Vacation Rentals

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$.001 Per Share	02/15/2015		M		1,072	A	\$ 82.4
Common Stock, Par Value \$.001 Per Share	02/15/2015		F(1)		338	D	\$ 82.4
Common Stock, Par Value \$.001 Per Share	02/15/2015		M		968	A	\$ 82.4

Common  
 Stock, Par Value \$.001 02/15/2015 F<sup>(1)</sup> 312 D \$ 82.4 3,750 D  
 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 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)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0	02/15/2015		M	1,072	02/15/2015 <sup>(2)</sup>	Common Stock	1,072
Restricted Stock Units	\$ 0	02/15/2015		M	968	02/15/2015 <sup>(2)</sup>	Common Stock	968

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Halpin Dermot  
 C/O TRIPADVISOR, INC.  
 141 NEEDHAM STREET  
 NEWTON, MA 02464

President, Vacation Rentals

## Signatures

/s/ Linda C. Frazier, attorney  
 in fact

02/24/2015

\*\*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) This amendment is being filed to reflect the shares withheld to cover taxes.
- (2) Shares will be issued shortly after vesting.
- (3) Of such RSUs, 1,072 vest on February 15, 2016 and 1,071 vest on February 15, 2017. Shares will be issued shortly after vesting.
- (4) Of such RSUs 967 vest on each of February 15, 2016, February 15, 2017 and February 15, 2018. Shares will be issued shortly after vesting.

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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