Edgar Filing: TripAdvisor, Inc. - Form 4/A

TripAdvisor, Form 4/A April 28, 201	5					OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287	
Check thi if no long subject to Section 1 Form 4 or Form 5	6.	OF CHANGES I SEC	IGES IN BENEFICIAL OWNERSHIP OF SECURITIES			Expires: Estimated a burden hou response	irs per	
Form 5 obligations may continue. See Instruction 1(b). 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 F	Responses)							
WIESENTHAL ROBERT S Symbol			and Ticker or T	frading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			of Earliest Transaction /Day/Year)X_Director			10% Owner		
(Street) 4. If Amer Filed(Mont 12/17/20			, Date Original Year)		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
NEWTON,	MA 02464				Form filed by M Person	More than One Re	eporting	
(City)	(State) (Zip)	Table I - No	on-Derivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3) Common	any	tion Date, if Trans Code h/Day/Year) (Instr	*	(A) or of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	*	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Stock	12/15/2014	А	<u>(1)</u>	A $\frac{30}{(2)}$	12,940 <u>(3)</u>	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	tionNumber Expiration of (Month/			7. Title a Amount Underlyi Securitie (Instr. 3	of ing es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title N of	umber		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
WIESENTHAL ROBERT S C/O TRIPADVISOR, INC. 141 NEEDHAM STREET, NEWTON, MA 02464	Х					
Signatures						
/s/ Linda C. Frazier, attorney in fact	04/28/2015					
**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) Represents shares underlying Restricted Stock Units ("RSUs") granted under the Issuer's 2011 Stock and Annual Incentive Plan, as amended. Such RSUs vest in three equal installments on the first, second and third anniversaries of the grant date.
- (2) The RSUs were received as an award for no cash consideration.
- Includes shares of Common Stock issuable upon vesting of currently outstanding RSUs pursuant to a grant dated 12/21/11. Previously(3) RSUs were sometimes reported in Table I and other times in Table II. This amendment is being filed in order to report all such securities in Table I.
- 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.