Philips Jeremy Form 4 December 18, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31, Expires:

2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

(Zip)

1(b).

(City)

(State)

(Print or Type Responses)

1. Name and Address of Reporting Person * Philips Jeremy	2. Issuer Name <b>and</b> Ticker or Trading Symbol TripAdvisor, Inc. [TRIP]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)  C/O TRIPADVISOR, INC., 141  NEEDHAM STREET	3. Date of Earliest Transaction (Month/Day/Year) 12/15/2012	(Check all applicable)  _X_ Director 10% Owner  Officer (give title below)  Other (specific below)			
(Street) NEWTON, MA 02464	4. If Amendment, Date Original Filed(Month/Day/Year)	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-De	erivative Se	curit	nes Ac	quirea, Disposea (	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	actionAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of	of (D)	)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and:	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					( A )		Reported		
					(A)		Transaction(s)		
			G 1 W		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	12/15/2012		A	3,599	A	\$0	3,599	D	
Stock				(1)		(2)			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

#### Edgar Filing: Philips Jeremy - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date	Expiration		umber		
						Exercisable	Date	of			
				Code V	(A) (D)				hares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
Philips Jeremy C/O TRIPADVISOR, INC. 141 NEEDHAM STREET NEWTON, MA 02464	X						

# **Signatures**

/s/ Suzanne Filippi, attorney-in-fact for Jeremy 12/18/2012 **Philips** 

\*\*Signature of Reporting Person

# **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).
- Represents shares underlying Restricted Stock Units (the "RSUs") granted under the Issuer's 2011 Stock and Annual Incentive Plan that vest with respect to 33 1/3% of the RSUs on the first and second anniversaries of the grant date (December 15, 2012) and the remainder on the third anniversary of the grant date.

Date

(2) The RSUs were received as an award for no consideration.

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.

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