

TripAdvisor, Inc.
Form 4
September 26, 2016

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 *
Seidenberg Barrie

(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)
09/22/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CEO, Viator, Inc.

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	09/22/2016		M ⁽¹⁾		286	A	\$ 11.06
Common Stock, Par Value \$\$.001 Per Share	09/22/2016		M		3,834	A	\$ 21.55
Common Stock, Par Value \$\$.001 Per Share	09/22/2016		S		286	D	\$ 60.74

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Value					(2)		
\$.001 Per Share							
Common Stock, Par Value	09/22/2016	S	3,834	D	\$ 60.74	0	D
\$.001 Per Share					(3)		
Common Stock, Par Value	09/26/2016	M	154	A	\$ 21.55	154	D
\$.001 Per Share							
Common Stock, Par Value	09/26/2016	S	154	D	\$ 61.65	0	D
\$.001 Per Share					(4)		

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

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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 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
Stock Option (Right to Buy)	\$ 11.06	09/22/2016		M	286	08/17/2014 02/17/2021	Common Stock	286
Stock Option (Right to Buy)	\$ 21.55	09/22/2016		M	3,834	08/25/2014 05/09/2023	Common Stock	3,834

Stock Option (Right to Buy)	\$ 21.55	09/26/2016	M	154	08/25/2014	05/09/2023	Common Stock	154
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seidenberg Barrie C/O TRIPADVISOR, INC. 400 1ST AVENUE NEEDHAM, MA 02494			CEO, Viator, Inc.	

Signatures

/s/ Linda C. Frazier, attorney in fact	09/26/2016
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 transactions reported in this Form 4 were effected pursuant to a trading plan previously adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.

The transaction was executed in multiple trades with the weighted average sales price of \$60.74. The reporting person undertakes to 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.
 - (2) The transaction was executed in multiple trades with the weighted average sales price of \$60.74. The reporting person undertakes to 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.
 - (3) The transaction was executed in multiple trades with the weighted average sales price of \$61.65. The reporting person undertakes to 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.
 - (4) The transaction was executed in multiple trades with the weighted average sales price of \$61.65. The reporting person undertakes to 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.

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.