

Kalvert Seth J
Form 4
February 19, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kalvert Seth J

(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)

02/15/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, GC, Sec.

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-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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/15/2019		M		2,225	A \$ 57.76	2,225		D
Common Stock	02/15/2019		F		704	D \$ 57.76	1,521		D
Common Stock	02/15/2019		M		3,367	A \$ 57.76	4,888		D
Common Stock	02/15/2019		F		990	D \$ 57.76	3,898		D
Common Stock	02/15/2019		M		4,380	A \$ 57.76	8,278		D

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Common Stock	02/15/2019	F	1,288	D	\$ 57.76	6,990	D
Common Stock	02/15/2019	M	5,703	A	\$ 57.76	12,693	D
Common Stock	02/15/2019	F	1,677	D	\$ 57.76	11,016	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0	02/15/2019		M	2,225	02/15/2016 02/15/2020	Common Stock 2,225
Restricted Stock Units	\$ 0	02/15/2019		M	3,367	02/15/2017 02/15/2020	Common Stock 3,367
Restricted Stock Units	\$ 0	02/15/2019		M	4,380	02/15/2018 02/16/2021	Common Stock 4,380
Restricted Stock Units	\$ 0	02/15/2019		M	5,703	02/15/2019 02/15/2022	Common Stock 5,703

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Kalvert Seth J
C/O TRIPADVISOR, INC.
400 1ST AVENUE
NEEDHAM, MA 02494

SVP, GC, Sec.

Signatures

/s/ Linda C. Frazier, attorney
in fact

02/19/2019

__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).

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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