

TripAdvisor, Inc.
Form 4
September 11, 2013

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 *
Kalvert Seth J

(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)
09/09/2013

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)
SVP, GC, Sec.

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount | Price | | |
| Common stock | 09/09/2013 | | M | | 22,669 | A \$ 7.8 | 26,455 | D |
| Common stock | 09/09/2013 | | S ⁽³⁾ | | 22,669 | D \$ 74.6246 | 3,786 | D |
| Common stock | 09/09/2013 | | M | | 10,439 | A \$ 23.76 | 14,225 | D |
| Common stock | 09/09/2013 | | S ⁽³⁾ | | 10,439 | D \$ 74.6246 | 3,786 | D |
| | 09/09/2013 | | M | | 7,078 | A \$ 20.87 | 10,864 | D |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|-------------------|-------|---|
| Common stock | | | | | | | |
| Common stock | 09/09/2013 | S ⁽³⁾ | 7,078 | D | \$ 74.6246 (2) | 3,786 | D |
| Common stock | 09/09/2013 | A | 5,898 | A | \$ 28.86 | 9,684 | D |
| Common stock | 09/09/2013 | S ⁽³⁾ | 5,898 | D | \$ 74.6246 (2) | 3,786 | D |
| Common stock | 09/09/2013 | M | 2,359 | A | \$ 29.48 | 6,145 | D |
| Common stock | 09/09/2013 | S ⁽³⁾ | 2,359 | D | \$ 74.6246 (2) | 3,786 | 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.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to purchase common stock | \$ 7.8 | 09/09/2013 | | M | 22,669 | 03/02/2010 ⁽¹⁾ | 03/02/2016 | Common Stock | 22,669 |
| Option to purchase common stock | \$ 23.76 | 09/09/2013 | | M | 10,439 | 02/23/2011 ⁽¹⁾ | 02/23/2017 | Common Stock | 10,439 |
| Option to purchase common stock | \$ 20.87 | 09/09/2013 | | M | 7,078 | 03/01/2012 ⁽¹⁾ | 03/01/2018 | Common Stock | 7,078 |

stock

Option to purchase common stock

\$ 28.86

09/09/2013

M

5,898

08/25/2012⁽¹⁾

08/25/2018

Common Stock

5,898

Option to purchase common stock

\$ 29.48

09/09/2013

M

2,359

11/30/2012⁽¹⁾

11/30/2018

Common Stock

2,359

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kalvert Seth J C/O TRIPADVISOR, INC. 141 NEEDHAM STREET NEWTON, MA 02464 | | | SVP, GC, Sec. | |

Signatures

/s/ Seth J.

09/11/2013

Kalvert

**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) Date at which first vesting occurred is indicated. One-fourth of the total number of shares underlying this option vested on the first vesting date and an additional one-fourth on each anniversary thereafter until the option became fully vested.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.40

(2) to \$74.81, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

(3) The reporting person's option exercise and sale reported in this Form 4 include shares sold in connection with the cashless exercise of options effected pursuant to Rule 10b5-1 trading plan previously adopted by the Reporting Person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.

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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