

TripAdvisor, Inc.
Form 4
May 04, 2012

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 *
Liberty Interactive Corp

2. Issuer Name and Ticker or Trading Symbol
TripAdvisor, Inc. [TRIP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
12300 LIBERTY BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2012

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

ENGLEWOOD, CO 80112

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (D) | Price | |
| Common Stock | 05/03/2012 | | S | | 486,935 | D | \$ 40.68 (1) | |
| | | | | | | | 21,322,969 | |
| | | | | | | | I | Held through wholly-owned subsidiary (2) |
| Common Stock | 05/03/2012 | | S | | 24,915 | D | \$ 41.86 (3) | |
| | | | | | | | 21,298,054 | |
| | | | | | | | I | Held through wholly-owned subsidiary (2) |
| Common Stock | 05/03/2012 | | S | | 122,900 | D | \$ 42.86 (4) | |
| | | | | | | | 21,175,154 | |
| | | | | | | | I | Held through wholly-owned subsidiary (2) |
| Common Stock | 05/03/2012 | | S | | 7,815,250 | D | \$ 39.907 | |
| | | | | | | | 13,359,904 | |
| | | | | | | | I | Held through wholly-owned subsidiary (2) |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Liberty Interactive Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112 | | X | | |

Signatures

LIBERTY INTERACTIVE CORPORATION By: /s/ Craig Troyer Vice President
Date: 05/03/2013

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 price reflects a weighted average of sales made at prices ranging from \$40.40 to \$41.39. The Reporting Person agrees to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, information regarding the number of shares sold at each separate price.
- (2) The shares of common stock are held directly by Liberty USA Holdings, LLC, which is a wholly owned subsidiary of the Reporting Person.
- (3) The price reflects a weighted average of sales made at prices ranging from \$41.40 to \$42.39. The Reporting Person agrees to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, information regarding the number of shares sold at each separate price.

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- The price reflects a weighted average of sales made at prices ranging from \$42.44 to \$43.13. The Reporting Person agrees to provide
- (4) upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, information regarding the number of shares sold at each separate price.

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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