

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Expedia, Inc.</u> (Last) (First) (Middle) <u>C/O EXPEDIA, INC.</u> <u>333 - 108TH AVENUE N.E.</u> (Street) <u>BELLEVUE WA 98004</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TripAdvisor, Inc. [TRIP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/20/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			
Class B Common Stock	12/20/2011		J ^(D)		12,799,999	A	\$0.0000	12,799,999	D	
Class B Common Stock	12/20/2011		J ^(D)		12,799,999	D	\$0.0000	0.0000	D	
Common Stock	12/20/2011		J ^(D)		120,660,788	A	\$0.0000	120,661,788	D	
Common Stock	12/20/2011		J ^(D)		120,661,788	D	\$0.0000	0.0000	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

Explanation of Responses:

1. On December 20, 2011, in connection with the recapitalization of TripAdvisor, Inc. ("TripAdvisor") to effect its spin-off from Expedia, Inc. ("Expedia"), the 1,000 shares of TripAdvisor Common Stock previously owned by Expedia became that number of shares of TripAdvisor Common Stock and TripAdvisor Class B Common Stock sufficient to permit Expedia to distribute to its stockholders one share of TripAdvisor Common Stock for each outstanding share of Expedia Common Stock and one share of Class B Common Stock for each outstanding share of Expedia Class B Common Stock. On December 20, 2011, Expedia completed the spin-off of TripAdvisor, distributing all of its shares of TripAdvisor Common Stock and all of its shares of TripAdvisor Class B Common Stock to holders of Expedia Common Stock and Expedia Class B Common Stock, respectively, on a share for share basis.

/s/ Lance A. Soliday, Chief
Accounting Officer and 12/22/2011
Controller

** Signature of Reporting Person Date

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

* 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.

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 Number.