

DEXCOM INC
Form 4
May 18, 2015

FORM 4

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

OMB APPROVAL

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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 *
GREGG TERRANCE H

(Last) (First) (Middle)
6340 SEQUENCE DRIVE
(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEXCOM INC [DXCM]

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2015

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)
Executive Chairman

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 or Price | | |
| Common Stock | 05/14/2015 | | M | | 25,000 A \$ 6.85 | 455,626 | D |
| Common Stock | 05/14/2015 | | S | | 25,000 D \$ 68.7094 | 430,626 ⁽²⁾ | D |
| Common Stock | 05/14/2015 | | M | | 5,000 A \$ 3.19 | 435,626 | D |
| Common Stock | 05/14/2015 | | S | | 5,000 D \$ 68.2201 | 430,626 ⁽²⁾ | D |
| Common Stock | 05/18/2015 | | M | | 37,500 A \$ 3.19 | 468,126 | D |

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| | | | | | | | | |
|--------------|------------|---|---------------|---|----------------------|-------------|---|-----------------|
| Common Stock | 05/18/2015 | S | 37,500 | D | \$ 70.1527 (3) | 430,626 (2) | D | |
| Common Stock | 05/15/2015 | S | 15,000 (4) | D | \$ 68.1854 (5) | 507,139 | I | by Trust (6) |
| Common Stock | | | | | | 11,461 | I | by IRA |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 3.19 | 05/14/2015 | | M | 5,000 | 12/11/2009 12/11/2018 | Common Stock 5, |
| Non-Qualified Stock Option (right to buy) | \$ 3.19 | 05/18/2015 | | M | 37,500 | 12/11/2009 12/11/2018 | Common Stock 37 |
| Non-Qualified Stock Option (right to buy) | \$ 6.85 | 05/14/2015 | | M | 25,000 | 06/19/2008 06/19/2017 | Common Stock 25 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREGG TERRANCE H 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121 | X | | Executive Chairman | |

Signatures

By: Jess Roper For: Terrance H.
Gregg

05/18/2015

__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) This transaction was executed in multiple trades at prices ranging from \$68.34 to \$69.00. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(2) Included in this number are 197,502 unvested restricted stock units, 35,000 of which were granted on March 8, 2015 and will vest on March 8, 2016, 111,720 unvested restricted stock units granted on March 8, 2014, 5,078 of which shall vest each month through March 8, 2017, and 50,782 unvested restricted stock units granted on March 11, 2013, 5,078 of which shall vest each month through March 11, 2016.

(3) This transaction was executed in multiple trades at prices ranging from \$70.04 to \$70.25. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(4) On December 12, 2014, Mr. Gregg adopted a 10b5-1 Plan. This 10b5-1 Plan allows the orderly disposition of shares owned by Mr. Gregg. The shares set forth above were sold pursuant to the 10b5-1 Plan.

(5) This transaction was executed in multiple trades at prices ranging from \$67.72 to \$69.18. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(6) Shares are held by the Gregg Family Trust U/A/D 12/23/1998, with respect to which the reporting person is a trustee.

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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