DEXCOM INC Form 4 April 16, 2014

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * GREGG TERRANCE H |          |          | 2. Issuer Name and Ticker or Trading Symbol DEXCOM INC [DXCM] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |  |  |
|--|----------|----------|---|--|--|--|
| (Last)   | (First)  | (Middle) | 3. Date of Earliest Transaction                               | (eneck an applicable)  |  |  |
| 6340 SEQUENCE DRIVE  |          | E        | (Month/Day/Year)<br>04/15/2014                                | X Director 10% OwnerX Officer (give title Other (specify below) CEO                                  |  |  |
|  | (Street) |          | 4. If Amendment, Date Original                                | 6. Individual or Joint/Group Filing(Check  |  |  |
| SAN DIEGO, CA 92121  |          |          | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |

| (City)                               | (State)                                 | (Zip) Tab   | ole I - Non-                           | Derivative                              | Secu   | rities Acquii        | ed, Disposed of,   | or Beneficiall   | y Owned   |
|--------------------------------------|---|---|--|---|--------|----------------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>poor Dispos<br>(Instr. 3, | sed of | ` '                  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 04/15/2014                              |   | M                                      | 25,000                                  | A      | \$ 6.85              | 420,626  | D  |   |
| Common<br>Stock                      | 04/15/2014                              |   | S                                      | 25,000<br>(1)                           | D      | \$<br>34.0858<br>(2) | 395,626 (3)  | D  |   |
| Common<br>Stock                      | 04/15/2014                              |   | S                                      | 10,000<br>(1)                           | D      | \$<br>34.0858        | 692,889 (4)  | I  | by Trust  |
| Common<br>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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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security           | 2.<br>Conversion<br>or Exercise    | 3. Transaction Date (Month/Day/Year) | Execution Date, if any | Code       | · · · · · · · · · · · · · · · · · · ·                |                     | e                  | 7. Title and Amou<br>Underlying Secur<br>(Instr. 3 and 4) |                        |
|---|------------------------------------|--------------------------------------|------------------------|------------|--|---------------------|--------------------|---|------------------------|
| (Instr. 3)                                      | Price of<br>Derivative<br>Security |                                      | (Month/Day/Year)       | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     |                    |   |                        |
|   |                                    |                                      |                        | Code V     | (A) (D)  | Date<br>Exercisable | Expiration<br>Date | Title   | Am<br>or<br>Nu<br>of S |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 6.85                            | 04/15/2014                           |                        | M          | 25,000   | 07/19/2007          | 06/19/2017         | Common<br>Stock   | 25                     |

### **Reporting Owners**

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

## **Signatures**

By: Jess Roper For: Terrance H. 04/16/2014 Gregg

\*\*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).
- On December 09, 2013, Mr. Gregg adopted a 10b5-1 Plan. Under this 10b5-1 Plan, Mr. Gregg will sell a limited number of shares to cover the tax liability that accrues upon monthly vesting of restricted stock units previously granted to Mr. Gregg. The shares set forth above were sold pursuant to the 10b5-1 Plan.
- This transaction was executed in multiple trades at prices ranging from \$33.05 to \$35.35. The price above reflects the weighted average (2) 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.
- Included in this number are 177,735 unvested restricted stock units granted on March 8, 2014, 5,078 of which shall vest each month (3) through March 8, 2017, and 116,798 unvested restricted stock units granted on March 11, 2013, 5,078 of which shall vest each month through March 11, 2016.

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- (4) Included in this number are 55,860 unvested restricted stock units granted on March 8, 2012, 5,078 of which shall vest each month through March 8, 2015.
- (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.