

DEXCOM INC
Form 4
August 20, 2014

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)
08/18/2014

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)
CEO

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	(D)	Price
Common Stock	08/18/2014		M		25,000	A	\$ 6.85
							420,626
Common Stock	08/18/2014		S		25,000 (1)	D	\$ 44.0448 (2)
							395,626 (3)
Common Stock	08/18/2014		M		20,000	A	\$ 6.85
							415,626
Common Stock	08/18/2014		S		20,000	D	\$ 44.2965 (4)
							395,626 (3)
	08/18/2014		M		15,000	A	\$ 8.95
							410,626

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Common Stock									
Common Stock	08/18/2014		S	15,000	D	\$ 44.1823 (5)	395,626 (3)	D	
Common Stock	08/18/2014		M	5,000	A	\$ 3.19	400,626	D	
Common Stock	08/18/2014		S	5,000	D	\$ 44.159	395,626 (3)	D	
Common Stock	08/19/2014		M	35,000	A	\$ 6.85	430,626	D	
Common Stock	08/19/2014		S	35,000	D	\$ 45.0568 (6)	395,626 (3)	D	
Common Stock	08/19/2014		M	10,000	A	\$ 8.95	405,626	D	
Common Stock	08/19/2014		S	10,000	D	\$ 45.0902 (7)	395,626 (3)	D	
Common Stock	08/19/2014		M	30,000	A	\$ 3.19	425,626	D	
Common Stock	08/19/2014		S	30,000	D	\$ 45.0964 (8)	395,626 (3)	D	
Common Stock	08/18/2014		S	10,000 (1)	D	\$ 44.0448 (2)	652,889 (9)	I	by Trust (10)
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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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 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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)		\$ 3.19	08/18/2014	M	5,000	12/11/2009 12/11/2018	Common Stock	5,
Non-Qualified Stock Option (right to buy)		\$ 3.19	08/19/2014	M	30,000	12/11/2009 12/11/2018	Common Stock	30
Non-Qualified Stock Option (right to buy)		\$ 6.85	08/18/2014	M	25,000	06/19/2008 06/19/2017	Common Stock	25
Non-Qualified Stock Option (right to buy)		\$ 6.85	08/18/2014	M	20,000	06/19/2008 06/19/2017	Common Stock	20
Non-Qualified Stock Option (right to buy)		\$ 6.85	08/19/2014	M	35,000	06/19/2008 06/19/2017	Common Stock	35
Non-Qualified Stock Option (right to buy)		\$ 8.95	08/18/2014	M	15,000	01/02/2009 01/02/2018	Common Stock	15
Non-Qualified Stock Option (right to buy)		\$ 8.95	08/19/2014	M	10,000	01/02/2009 01/02/2018	Common Stock	10

Reporting Owners

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

Signatures

By: Jess Roper For: Terrance H. Gregg
08/20/2014

__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) 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

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above were sold pursuant to the 10b5-1 Plan.

(2) This transaction was executed in multiple trades at prices ranging from \$43.50 to \$44.35. 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.

(3) Included in this number are 157,423 unvested restricted stock units granted on March 8, 2014, 5,078 of which shall vest each month through March 8, 2017, and 96,485 unvested restricted stock units granted on March 11, 2013, 5,078 of which shall vest each month through March 11, 2016.

(4) This transaction was executed in multiple trades at prices ranging from \$44.23 to \$44.36. 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.

(5) This transaction was executed in multiple trades at prices ranging from \$44.12 to \$44.27. 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) This transaction was executed in multiple trades at prices ranging from \$44.79 to \$45.16. 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.

(7) This transaction was executed in multiple trades at prices ranging from \$45.02 to \$45.16. 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.

(8) This transaction was executed in multiple trades at prices ranging from \$44.96 to \$45.16. 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.

(9) Included in this number are 35,547 unvested restricted stock units granted on March 8, 2012, 5,078 of which shall vest each month through March 8, 2015.

(10) 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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