

DEXCOM INC
Form 4
December 17, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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)
12/15/2014

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 (A) or (D) Price		
Common Stock	12/15/2014		M		25,000 A \$ 6.85	420,626	D
Common Stock	12/15/2014		S		25,000 (1) D \$ 53.2279 (2)	395,626 (3)	D
Common Stock	12/15/2014		S		10,000 (1) D \$ 53.2279 (2)	600,389 (4)	I by Trust
Common Stock	12/15/2014		G		4,000 (5) D \$ 0	596,389 (4)	I by Trust
						11,461	I by IRA

Common
Stock

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, 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	Amount or Number of S
Non-Qualified Stock Option (right to buy)	\$ 6.85	12/15/2014		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		CEO	

Signatures

By: Jess Ropper For: Terrance H. Gregg
12/17/2014

__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).

- 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
- (1) 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.
 - (2) This transaction was executed in multiple trades at prices ranging from \$52.43 to \$53.85. 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

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full information regarding the number of shares and prices at which the transactions were effected.

- Included in this number are 137,110 unvested restricted stock units granted on March 8, 2014, 5,078 of which shall vest each month through March 8, 2017, and 76,173 unvested restricted stock units granted on March 11, 2013, 5,078 of which shall vest each month through March 11, 2016.
- (3)
- (4) Included in this number are 15,235 unvested restricted stock units granted on March 8, 2012, 5,078 of which shall vest each month through March 8, 2015.
- (5) This transaction represents a gift of securities made by the reporting person. This is not a market transaction, thus no price has been reported. Transferor retains no beneficial or voting interest in the transferred shares.

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.