GREGG TERRANCE H

(First)

(Last)

(Middle)

Form 4

November 07, 201	12				
FORM 4				OMB APF	PROVAL
i Ortivi T	UNITED STATES	S SECURITIES AND EXCHANG Washington, D.C. 20549	E COMMISSION	OMB Number:	3235-0287
Check this box if no longer	STATEMENT O	F CHANGES IN BENEFICIAL (WNEDSHID OF	Expires:	January 31, 2005
subject to Section 16. Form 4 or	STATEMENT O.	SECURITIES SECURITIES	WNERSIII OF	Estimated av	· ·
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the	Section 16(a) of the Securities Exch Public Utility Holding Company Ac of the Investment Company Act of	et of 1935 or Section	response	0.5
(Print or Type Respor	nses)				
1. Name and Address GREGG TERRA	s of Reporting Person * NCE H	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of I Issuer	Reporting Perso	n(s) to

6340 SEQUENCE DRIVE	(Month/Day/Year) 11/05/2012	X Director 10% OwnerX Officer (give title Other (specify below)
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
	Filed(Month/Day/Year)	Applicable Line)
		X Form filed by One Reporting Person

DEXCOM INC [DXCM]

3. Date of Earliest Transaction

	(••	11 / 11110	iament, D	ate originar	o. marriadar or s	ome Group I mi	15(CHOCK
	Fi	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person			
SAN DIEG	O, CA 92121					Form filed by M Person	More than One Re	eporting
(City)	(State)	(Zip)	Table	e I - Non-l	Derivative Securities Acq	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Da			3.	4. Securities Acquired	5. Amount of	6. Ownership	
Committee					:(A) D:1-f(D)		E	

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. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	11/05/2012		S	5,000 (1)	D	\$ 12.76 (2)	930,889 (3)	I	by Trust
Common Stock							30,000	D	
Common Stock							11,461	I	by IRA

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

(Check all applicable)

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displays a currently valid OMB control

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

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

Terrance H. 11/07/2012 Gregg **Signature of Date Reporting Person

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 November 21, 2011, Mr. Gregg adopted a 10b5-1 Plan. Under the 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.
- This transaction was executed in multiple trades at prices ranging from \$12.72 to \$12.87. 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 20,313 unvested restricted stock units granted on March 12, 2010, 4,062 of which shall vest each month through March 12, 2013; 86,329 unvested restricted stock units granted on March 8, 2011, 5,078 of which shall vest each month through March 8, 2014; and 147,267 unvested restricted stock units granted on March 8, 2012, 5,078 of which shall vest each month through
- March 8, 2015.
- (4) 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.

Reporting Owners 2

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