DEXCOM INC Form 4 August 14, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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	(Check an applicable)			
6340 SEQUENCE DRIVE			(Month/Day/Year) 08/12/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specify			
_				below) below) CEO			
	(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			
SAN DIEGO, CA 92121				Form filed by More than One Reporting Person			

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of (Month/Day/Year) Ownership Security Execution Date, if Transaction Disposed of (D) Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Ownership (Month/Day/Year) Owned Direct (D) (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount Price Common 08/12/2014 M 17,500 A \$ 8.95 413,126 D Stock \$ Common S 08/12/2014 43.0889 395,626 (2) D 17,500 D Stock (1) Common 08/13/2014 M 16,108 \$ 6.85 411,734 D Stock \$ Common S 43.9771 395,626 (2) D 08/13/2014 16,108 D Stock (3) 08/13/2014 M 12,500 Α \$ 8.95 408,126 D

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Common Stock								
Common Stock	08/13/2014	S	12,500	D	\$ 43.3248 (4)	395,626 (2)	D	
Common Stock	08/13/2014	M	9,999	A	\$ 3.19	405,625	D	
Common Stock	08/13/2014	S	9,999	D	\$ 44.0628 (5)	395,626 (2)	D	
Common Stock						11,461	I	by IRA
Common Stock						662,889	I	by Trust

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. Transactic Code (Instr. 8)	Secu Acqu or Di (D)	rities nired (A) sposed of r. 3, 4,	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 3.19	08/13/2014		M		9,999	12/11/2009	12/11/2018	Common Stock	9,
Non-Qualified Stock Option (right to buy)	\$ 6.85	08/13/2014		M		16,108	06/19/2008	06/19/2017	Common Stock	16
Non-Qualified Stock Option (right to buy)	\$ 8.95	08/12/2014		M		17,500	01/02/2009	01/02/2018	Common Stock	17
Non-Qualified Stock Option	\$ 8.95	08/13/2014		M		12,500	01/02/2009	01/02/2018	Common Stock	12

(right to buy)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GREGG TERRANCE H

6340 SEQUENCE DRIVE X CEO

SAN DIEGO, CA 92121

Signatures

By: Jess Roper For: Terrance H.
Gregg

08/14/2014

**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).
- This transaction was executed in multiple trades at prices ranging from \$42.86 to \$43.26. The price above reflects the weighted average (1) 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 157,423 unvested restricted stock units granted on March 8, 2014, 5,078 of which shall vest each month (2) 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.
- This transaction was executed in multiple trades at prices ranging from \$43.824 to \$44.079. The price above reflects the weighted average (3) 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.
- This transaction was executed in multiple trades at prices ranging from \$43.229 to \$43.389. The price above reflects the weighted average (4) 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.
- This transaction was executed in multiple trades at prices ranging from \$44.052 to \$44.074. The price above reflects the weighted average (5) 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. 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.

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