

DEXCOM INC
Form 4
March 13, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
VALDES JORGE A

(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)
03/11/2015

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)
CTO

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 | 03/11/2015 | | J | | 11,937 (1) D \$ 59.91 | 116,207 (2) | D |
| Common Stock | 03/11/2015 | | D | | 5,357 (3) D \$ 58.7402 | 97,292 | I by Trust (4) |
| Common Stock | 03/11/2015 | | D | | 12,529 (3) D \$ 58.7402 | 84,763 | I by Trust (4) |
| Common Stock | 03/11/2015 | | J | | 11,937 (1) A \$ 59.91 | 96,700 | I by Trust (4) |
| Common Stock | 03/12/2015 | | D | | 6,371 (3) D \$ 58.5765 | 90,329 | I by Trust (4) |

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Common Stock 03/12/2015 S 11,138 D \$ 59,780.37 79,191 I by Trust (4)

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

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VALDES JORGE A 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121 | | | CTO | |

Signatures

By: Jess Roper For: Jorge A. Valdes 03/13/2015

**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) Shares were transferred from direct ownership to ownership under the Valdes-Lopez-Calleja Family Trust upon vesting of previously awarded restricted stock units.
- (2) Included in this number are 116,207 unvested restricted stock units, 45,000 of which were granted on March 8, 2015 and shall vest through March 8, 2018, 47,333 of which were granted on March 8, 2014 and shall vest through March 8, 2017, and 23,874 of which were

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granted on March 11, 2013 and shall vest through March 11, 2016.

- (3) These shares were sold to cover the Company's tax withholding obligation that accrued in connection with the vesting of restricted stock units previously granted.
- (4) Shares are held by the Valdes-Lopez-Calleja Family Trust U/A/D 05/18/2011, with respect to which the reporting person is a trustee.
This transaction was executed in multiple trades at prices ranging from \$59.60 to \$60.00 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.

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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