Edgar Filing: DEXCOM INC - Form 4

| DEXCOM I Form 4 July 09, 201 | 4 | | | | | | | | OMB AF | PROVAL | |
|--|---|--|--|--|----------------------------|---------|--|--|--|---|--|
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | OMB Number: | 3235-0287 | | | |
| Check this box if no longer subject to Section 16. Form 4 or | | | | SECU | RITIES | | | | Expires: Estimated a burden hour response | | |
| Form 5 obligations may continue. See Instruction 1(b). 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) | | | | | | | | | | |
| VALDES JORGE A Sy | | | 2. Issuer Name and Ticker or Trading Symbol DEXCOM INC [DXCM] | | | | 0 | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (| Middle) | 3. Date of Earliest Transaction | | | | | Check all applicable) | | | |
| | | | | (Month/Day/Year) 07/08/2014 | | | | Director 10% Owner X Officer (give title Other (specify below) below) CTO | | | |
| | | | Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| | 60, CA 92121 | | | | | | ī | Form filed by Mo Person | ore than One Rej | porting | |
| (City) | (State) | (Zip) | Tab | ole I - Non- | Derivative | Secu | rities Acqui | ired, Disposed of, | or Beneficiall | y Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deem Execution any (Month/D | Date, if | 3. Transactio Code (Instr. 8) Code V | omr Dispos (Instr. 3, 4 | ed of (| | 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) | |
| Common Stock | 07/08/2014 | | | M | 16,000 | A A | \$ 3.19 | 233,487 | D | | |
| Common Stock | 07/08/2014 | | | S | 16,000 (1) | D | \$ 36.6566 (2) | 217,487 <u>(3)</u> | D | | |

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. Transactic Code (Instr. 8) | 5. Number of Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 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) | <u>(4)</u> | 07/08/2014 | | М | | 16,000 | 12/11/2009 | 12/11/2018 | Common Stock | 16 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| r 0 | Director | 10% Owner | Officer | Other | | | |
| VALDES JORGE A 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121 | | | СТО | | | | |
| Signatures | | | | | | | |
| By: Jess Roper For: Jorge A. Valdes | | 07/09/201 | 4 | | | | |
| <u>**</u> 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 November 15, 2013, Mr. Valdes adopted a 10b5-1 Plan. This 10b5-1 Plan allows the orderly disposition of shares owned by Mr. Valdes. The shares set forth above were sold pursuant to the 10b5-1 Plan.

This transaction was executed in multiple trades at prices ranging from \$36.19 to \$37.72. 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 issurer full information regarding the number of shares and prices at which the transactions were effected.

Included in this number are 142,621 unvested restricted stock units, 71,000 of which were granted on March 8, 2014 and shall vest
(3) through March 8, 2017, 47,747 of which were granted on March 11, 2013 and shall vest through March 11, 2016, and 23,874 of which were granted on March 8, 2012 and shall vest through March 8, 2015.

(4) Conversion or exercise price of derivative security is \$3.19.

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.