# Edgar Filing: DEXCOM INC - Form 4

DEVCOM INC

DEXCOM	INC										
Form 4											
March 10, 2	2015										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB AF	OMB APPROVAL	
Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer CTLATED (EDVT) OF CHANGES IN DEDUEDICIAL OWNEDSHIP OF								Expires:	January 31, 2005		
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES Form 4 or							Estimated average burden hours per response 0.5				
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)										
LISTER JOHN Syn			Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	of Earliest	Transactior	L		(Check	an applicable	)	
(Mon				(Month/Day/Year)				Director 10% Owner X Officer (give title Other (specify below) Sr. VP, General Counsel			
	(Street)				Date Origin	al		. Individual or Joi	nt/Group Filin	g(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)	Tab	ole I - Non	-Derivativo	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5)				Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
						(A) or		Reported Transaction(s)	(I) (Instr. 4)		
				Code V		(D)	Price	(Instr. 3 and 4)			
Common Stock	03/08/2015			А	37,500 (1)	А	\$ 0.001	147,518 <u>(2)</u>	D		
Common Stock	03/09/2015			М	5,039	А	\$ 8.85	152,557	D		
Common Stock	03/09/2015			S	5,039 ( <u>3)</u>	D	\$ 58.7728 (4)	147,518 <u>(2)</u>	D		

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

Persons who respond to the collection of<br/>information contained in this form are not<br/>required to respond unless the formSEC 1474<br/>(9-02)

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### displays a currently valid OMB control number.

### 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. Transactio Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securit
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option (right to buy)	\$ 8.85	03/09/2015		М	5,039	01/14/2009	01/14/2018	Common Stock	5,0

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
LISTER JOHN 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121			Sr. VP, General Counsel			
Signatures						

By: Jess Roper For: John D. Lister	03/10/2015
**Signature of Reporting Person	Date

\*\*Signature of 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).

Represents a grant of restricted stock units that are exempt from Section 16 b-3 and are subject to vesting over a 36 month period from the (1) date of grant as follows: 1/3 shall vest 12 months from the Grant Date, and the remaining balance shall vest in four equal installments over the following 24 months. Share units represent a contingent right to receive one share of DexCom, Inc. common stock.

Included in this number are 98,333 unvested restricted stock units 37,500 of which were granted on March 8, 2015 and shall vest through (2) March 8, 2018, 43,333 of which were granted on March 8, 2014 and shall vest through March 8, 2017, and 17,500 of which were granted on March 11, 2013 and shall vest through March 11, 2016.

- On December 5, 2014, Mr. Lister adopted a 10b5-1 Plan. This 10b5-1 Plan allows the orderly disposition of shares owned by Mr. Lister. (3) The shares set forth above were sold pursuant to the 10b5-1 Plan.
- (4) This transaction was executed in multiple trades at prices ranging from \$58.48 to \$59.31. 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.

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.