

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 \*  
**SKYLER JAY S**

(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)

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                           |  | M                              | 21,564 A \$ 12  | 137,448   | I  | by Partnership (1)                                    |
| Common Stock                    | 03/11/2015                           |  | S                              | 21,564 D \$ 60.0029 (2)   | 115,884   | I  | by Partnership (1)                                    |
| Common Stock                    | 03/12/2015                           |  | M                              | 3,436 A \$ 12   | 119,320   | I  | by Partnership (1)                                    |
| Common Stock                    | 03/12/2015                           |  | S                              | 3,436 D \$ 60   | 115,884   | I  | by Partnership (1)                                    |

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|              |            |   |        |   |                |         |   |                    |
|--------------|------------|---|--------|---|----------------|---------|---|--------------------|
| Common Stock | 03/12/2015 | M | 3,500  | A | \$ 20.38       | 119,384 | I | by Partnership (1) |
| Common Stock | 03/12/2015 | S | 3,500  | D | \$ 60          | 115,884 | I | by Partnership (1) |
| Common Stock | 03/13/2015 | M | 6,500  | A | \$ 20.38       | 122,384 | I | by Partnership (1) |
| Common Stock | 03/13/2015 | S | 6,500  | D | \$ 60.0142 (3) | 115,884 | I | by Partnership (1) |
| Common Stock | 03/13/2015 | M | 10,000 | A | \$ 21.81       | 125,884 | I | by Partnership (1) |
| Common Stock | 03/13/2015 | S | 10,000 | D | \$ 60.0142 (3) | 115,884 | I | by Partnership (1) |
| Common Stock |            |   |        |   |                | 6,887   | D |                    |
| Common Stock |            |   |        |   |                | 10,000  | I | by Daughter (4)    |
| Common Stock |            |   |        |   |                | 10,000  | I | by Spouse (5)      |

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. 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  | \$ 12  | 03/11/2015                           |  | M                              | 21,564  | 04/13/2006 04/13/2015                                    |   |

|   |          |            |   |        |            |            |              |              |  |
|---|----------|------------|---|--------|------------|------------|--------------|--------------|--|
| Non-Qualified Stock Option (right to buy) |          |            |   |        |            |            |              | Common Stock |  |
| Non-Qualified Stock Option (right to buy) | \$ 12    | 03/12/2015 | M | 3,436  | 04/13/2006 | 04/13/2015 | Common Stock | 3,           |  |
| Non-Qualified Stock Option (right to buy) | \$ 20.38 | 03/12/2015 | M | 3,500  | 04/13/2007 | 04/13/2016 | Common Stock | 3,           |  |
| Non-Qualified Stock Option (right to buy) | \$ 20.38 | 03/13/2015 | M | 6,500  | 04/13/2007 | 04/13/2016 | Common Stock | 6,           |  |
| Non-Qualified Stock Option (right to buy) | \$ 21.81 | 03/13/2015 | M | 10,000 | 05/15/2007 | 05/15/2016 | Common Stock | 10           |  |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SKYLER JAY S<br>6340 SEQUENCE DRIVE<br>SAN DIEGO, CA 92121 | X             |           |         |       |

## Signatures

By: Jess Roper For: Jay S. Skyler 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 are held by Skyler Bach Family Limited Partnership, LLP, with respect to which the reporting person is a managing partner of the partnership and maintains voting rights of these shares.  
This transaction was executed in multiple trades at prices ranging from \$60.00 to \$60.03. 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 full information regarding the number of shares and prices at which the transactions were effected.
- (2) This transaction was executed in multiple trades at prices ranging from \$60.00 to \$60.11. 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 full information regarding the number of shares and prices at which the transactions were effected.
- (3) Shares are held by Jennifer Skyler Living Trust, with respect to which the Reporting Person is a trustee.
- (4) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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.