### Edgar Filing: DEXCOM INC - Form 4

DEXCOM INC Form 4 May 21, 2015 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP State of the Public Utility Holding Company Act of 1935 or Section 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 1(b).											
(Print or Type	Responses)										
GREGG TERRANCE H Symbol			bol	1				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date o			ate of Earliest Transaction hth/Day/Year)				(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Executive Chairman				
SAN DIEC	(Street) GO, CA 92121		Amendment, I l(Month/Day/Ye	-	al		6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by Mo Person	ne Reporting Pe	rson		
(City)	(State)	(Zip)	Table I - Non	-Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	oror 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	05/19/2015		М	17,500	А	\$ 3.19	448,126	D			
Common Stock	05/19/2015		S	17,500	D	\$ 69.5751 (1)	430,626 <u>(2)</u>	D			
Common Stock							11,461	Ι	by IRA		
Common Stock							507,139	Ι	by Trust (3)		

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. Transactio Code (Instr. 8)	5. Number of iorDerivative Securities 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)	\$ 3.19	05/19/2015		М		17,500	12/11/2009	12/11/2018	Common Stock	17

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
GREGG TERRANCE H 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121	Х		Executive Chairman					
Signatures								

By: Jess Roper For: Terrance H. Gregg \*\*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 \$69.50 to \$69.67. 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 197,502 unvested restricted stock units, 35,000 of which were granted on March 8, 2015 and will vest on March 8, 2016, 111,720 unvested restricted stock units granted on March 8, 2014, 5,078 of which shall vest each month through March 8,

- (2) March 8, 2010, 111,720 unvested restricted stock units granted on March 12, 2014, 3,078 of which shall vest each month through March 13, 2016.
- (3) 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.

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