

DEXCOM INC  
Form 4  
August 20, 2014

**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 \*  
GREGG TERRANCE H

(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)  
08/18/2014

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)  
CEO

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  | (D)  | Price   |
| Common Stock                    | 08/18/2014                           |  | M                              |   | 25,000  | A  | \$ 6.85   |
|                                 |                                      |  |                                |   |   |  | 420,626   |
| Common Stock                    | 08/18/2014                           |  | S                              |   | 25,000<br>(1)   | D  | \$ 44.0448<br>(2)                                     |
|                                 |                                      |  |                                |   |   |  | 395,626 (3)   |
| Common Stock                    | 08/18/2014                           |  | M                              |   | 20,000  | A  | \$ 6.85   |
|                                 |                                      |  |                                |   |   |  | 415,626   |
| Common Stock                    | 08/18/2014                           |  | S                              |   | 20,000  | D  | \$ 44.2965<br>(4)                                     |
|                                 |                                      |  |                                |   |   |  | 395,626 (3)   |
|                                 | 08/18/2014                           |  | M                              |   | 15,000  | A  | \$ 8.95   |
|                                 |                                      |  |                                |   |   |  | 410,626   |

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|              |            |  |   |               |   |                   |             |   |                  |
|--------------|------------|--|---|---------------|---|-------------------|-------------|---|------------------|
| Common Stock |            |  |   |               |   |                   |             |   |                  |
| Common Stock | 08/18/2014 |  | S | 15,000        | D | \$ 44.1823<br>(5) | 395,626 (3) | D |                  |
| Common Stock | 08/18/2014 |  | M | 5,000         | A | \$ 3.19           | 400,626     | D |                  |
| Common Stock | 08/18/2014 |  | S | 5,000         | D | \$ 44.159         | 395,626 (3) | D |                  |
| Common Stock | 08/19/2014 |  | M | 35,000        | A | \$ 6.85           | 430,626     | D |                  |
| Common Stock | 08/19/2014 |  | S | 35,000        | D | \$ 45.0568<br>(6) | 395,626 (3) | D |                  |
| Common Stock | 08/19/2014 |  | M | 10,000        | A | \$ 8.95           | 405,626     | D |                  |
| Common Stock | 08/19/2014 |  | S | 10,000        | D | \$ 45.0902<br>(7) | 395,626 (3) | D |                  |
| Common Stock | 08/19/2014 |  | M | 30,000        | A | \$ 3.19           | 425,626     | D |                  |
| Common Stock | 08/19/2014 |  | S | 30,000        | D | \$ 45.0964<br>(8) | 395,626 (3) | D |                  |
| Common Stock | 08/18/2014 |  | S | 10,000<br>(1) | D | \$ 44.0448<br>(2) | 652,889 (9) | I | by Trust<br>(10) |
| Common Stock |            |  |   |               |   |                   | 11,461      | I | by IRA           |

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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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and 5)

|   | Code | V       | (A)        | (D) | Date Exercisable | Expiration Date       | Title        | Am or Num of S |
|---|------|---------|------------|-----|------------------|-----------------------|--------------|----------------|
| Non-Qualified Stock Option (right to buy) |      | \$ 3.19 | 08/18/2014 | M   | 5,000            | 12/11/2009 12/11/2018 | Common Stock | 5,             |
| Non-Qualified Stock Option (right to buy) |      | \$ 3.19 | 08/19/2014 | M   | 30,000           | 12/11/2009 12/11/2018 | Common Stock | 30             |
| Non-Qualified Stock Option (right to buy) |      | \$ 6.85 | 08/18/2014 | M   | 25,000           | 06/19/2008 06/19/2017 | Common Stock | 25             |
| Non-Qualified Stock Option (right to buy) |      | \$ 6.85 | 08/18/2014 | M   | 20,000           | 06/19/2008 06/19/2017 | Common Stock | 20             |
| Non-Qualified Stock Option (right to buy) |      | \$ 6.85 | 08/19/2014 | M   | 35,000           | 06/19/2008 06/19/2017 | Common Stock | 35             |
| Non-Qualified Stock Option (right to buy) |      | \$ 8.95 | 08/18/2014 | M   | 15,000           | 01/02/2009 01/02/2018 | Common Stock | 15             |
| Non-Qualified Stock Option (right to buy) |      | \$ 8.95 | 08/19/2014 | M   | 10,000           | 01/02/2009 01/02/2018 | Common Stock | 10             |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| GREGG TERRANCE H<br>6340 SEQUENCE DRIVE<br>SAN DIEGO, CA 92121 | X             | X         | CEO     |       |

## Signatures

By: Jess Roper For: Terrance H. Gregg  
08/20/2014

\*\*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 December 09, 2013, Mr. Gregg adopted a 10b5-1 Plan. Under this 10b5-1 Plan, Mr. Gregg will sell a limited number of shares to cover the tax liability that accrues upon monthly vesting of restricted stock units previously granted to Mr. Gregg. The shares set forth

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above were sold pursuant to the 10b5-1 Plan.

- (2) This transaction was executed in multiple trades at prices ranging from \$43.50 to \$44.35. 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) Included in this number are 157,423 unvested restricted stock units granted on March 8, 2014, 5,078 of which shall vest each month through March 8, 2017, and 96,485 unvested restricted stock units granted on March 11, 2013, 5,078 of which shall vest each month through March 11, 2016.
- (4) This transaction was executed in multiple trades at prices ranging from \$44.23 to \$44.36. 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.
- (5) This transaction was executed in multiple trades at prices ranging from \$44.12 to \$44.27. 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.
- (6) This transaction was executed in multiple trades at prices ranging from \$44.79 to \$45.16. 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.
- (7) This transaction was executed in multiple trades at prices ranging from \$45.02 to \$45.16. 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.
- (8) This transaction was executed in multiple trades at prices ranging from \$44.96 to \$45.16. 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.
- (9) Included in this number are 35,547 unvested restricted stock units granted on March 8, 2012, 5,078 of which shall vest each month through March 8, 2015.
- (10) 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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