

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 \*  
**DOUBLEDAY RICHARD**

(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)  
EVP, Chief Commercial Officer

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 or Price                                                                               |                                                          |                                                       |
| Common Stock                    | 03/11/2015                           |                                                    | D                              |                                                                   | 1,629 (1)<br>\$ 58.7403                                                                       | D                                                        | 166,395 (2)                                           |
| Common Stock                    | 03/11/2015                           |                                                    | D                              |                                                                   | 8,121 (1)<br>\$ 58.7402                                                                       | D                                                        | 158,274 (2)                                           |
| Common Stock                    | 03/12/2015                           |                                                    | D                              |                                                                   | 4,448 (1)<br>\$ 58.5766                                                                       | D                                                        | 153,826 (2)                                           |
| Common Stock                    | 03/12/2015                           |                                                    | M                              |                                                                   | 17,500 A<br>\$ 9.8                                                                            | D                                                        | 171,326                                               |
| Common Stock                    | 03/12/2015                           |                                                    | S                              |                                                                   | 17,500 D<br>\$ 59.2754                                                                        | D                                                        | 153,826 (2)<br>(3)                                    |

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|              |            |   |       |   |           |                        |   |
|--------------|------------|---|-------|---|-----------|------------------------|---|
| Common Stock | 03/12/2015 | M | 2,500 | A | \$ 9.8    | 156,326                | D |
| Common Stock | 03/12/2015 | S | 2,500 | D | \$ 58.943 | 153,826 <sup>(2)</sup> | D |

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

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(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) | Am or Num of S |    |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------|----|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                             | Title          |    |
| Incentive Stock Option (right to buy)      | \$ 9.8                                                 | 03/12/2015                           |                                                    | M                              | 2,500                                                                                   | 03/12/2011 03/12/2020                                    |                                                             | Common Stock   | 2, |
| Non-Qualified Stock Option (right to buy)  | \$ 9.8                                                 | 03/12/2015                           |                                                    | M                              | 17,500                                                                                  | 03/12/2011 03/12/2020                                    |                                                             | Common Stock   | 17 |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                               |       |
|-----------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                 | Director      | 10% Owner | Officer                       | Other |
| DOUBLEDAY RICHARD<br>6340 SEQUENCE DRIVE<br>SAN DIEGO, CA 92121 |               |           | EVP, Chief Commercial Officer |       |

## Signatures

By: Jess Roper For: Richard B. Doubleday  
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) These shares were sold to cover the Company's tax withholding obligation that accrued in connection with the vesting of restricted stock units previously granted.

Included in this number are 107,500 unvested restricted stock units, 47,500 of which were granted on March 8, 2015 and shall vest through March 8, 2018, 33,333 of which were granted on March 8, 2014 and shall vest through March 8, 2017, 10,000 of which were granted on May 31, 2013 and shall vest through May 31, 2016, and 16,667 of which were granted on March 11, 2013 and shall vest through March 11, 2016.

(3) This transaction was executed in multiple trades at prices ranging from \$59.18 to \$59.35. 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.

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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