DEXCOM INC Form 4

September 12, 2014

OMB APPROVAL

Check this box if no longer subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

January 31, Expires:

Estimated average

burden hours per response...

2005

0.5

Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Pacelli Steven Robert

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

(Last)

(First) (Middle) DEXCOM INC [DXCM]

(Check all applicable)

6340 SEQUENCE DRIVE

3. Date of Earliest Transaction (Month/Day/Year)

09/10/2014

Director 10% Owner X_ Officer (give title Other (specify

EVP, Strategy & Corp. Dev.

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN DIEGO, CA 92121

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired (A) 5. Amount of Securities Beneficially Owned Following

Ownership Form: Direct (D) or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(1)

(A)

Reported Transaction(s) (Instr. 3 and 4)

(Instr. 4)

D

Common Stock

09/10/2014

Code V Amount (D) 6,225 D

Price \$ D 43.2321

 $235,174 \frac{(2)}{}$

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)

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	Amount Underly Securiti	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pacelli Steven Robert 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121

EVP, Strategy & Corp. Dev.

Signatures

By: Jess Roper For: Steven R.
Pacelli
09/12/2014

**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) 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 118,748 unvested restricted stock units, 71,000 of which were granted on March 8, 2014 and shall vest through March 8, 2017, 35,811 of which were granted on March 11, 2013 and shall vest through March 11, 2016, and 11,937 of which were granted on March 8, 2012 and shall vest through March 8, 2015.

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.

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