DEXCOM INC Form 4 May 04, 2015

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

GES IN BENEFICIAL OWNERSHIP OF

January 31,
2005

Estimated average burden hours per response...

0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** GREGG TERRANCE H			2. Issuer Name and Ticker or Trading Symbol DEXCOM INC [DXCM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an approant)		
6340 SEQUEN	ICE DRIVI	E	(Month/Day/Year) 04/30/2015	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Executive Chairman		
	(Street)		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		
SAN DIEGO,	CA 92121			Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acquii	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4	ed of	` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/04/2015		Code V M	Amount 20,000	(D)	Price \$ 8.95	(Instr. 3 and 4) 450,626	D	
Common Stock	05/04/2015		S	20,000	D	\$ 68.0638 (1)	430,626 (2)	D	
Common Stock	04/30/2015		S(3)	14,250	D	\$ 67.13 (3)	522,139	I	by Trust
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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercis	sable and	7. Title and A	Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Secur	
Security	or Exercise		any	Code	Securities	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
									Am
						Date	Expiration		or
						Exercisable	Date	Title	Nui
				Code V	(A) (D)	Zitoronouoio	24.0		of S
Non-Qualified								Common	
Stock Option (right to buy)	\$ 8.95	05/04/2015		M	20,000	01/02/2009	01/02/2018	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

GREGG TERRANCE H

6340 SEQUENCE DRIVE X Executive Chairman

SAN DIEGO, CA 92121

Signatures

By: Jess Roper For: Terrance H. O5/04/2015

**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).
- This transaction was executed in multiple trades at prices ranging from \$68.02 to \$68.13. 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 207,658 unvested restricted stock units, 35,000 of which were granted on March 8, 2015 and will vest on March 8, 2016, 116,798 unvested restricted stock units granted on March 8, 2014, 5,078 of which shall vest each month through March 8, 2017, and 55,860 unvested restricted stock units granted on March 11, 2013, 5,078 of which shall vest each month through March 11, 2016.
- (3) The reporting person contributed Dexcom, Inc. Common Stock to an exchange fund, pursuant to an agreement dated March 5, 2015 to contribute shares of DexCom, Inc. Common Stock in exchange for shares of the exchange fund. The Dexcom, Inc. Common Stock was valued at \$67.13 per share for the purposes of determining the number of shares of the exchange fund issuable to the reporting person

Reporting Owners 2

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with respect to the April 30, 2015 closing of the exchange fund.

(4) Shares are held by the Gregg Family Trust U/A/D 12/23/1998, with respect to which the reporting person is a trustee.

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