DEXCOM INC Form 4 May 20, 2015

FORM 4

Form 4 or

obligations

may continue.

See Instruction

Form 5

1(b).

(Last)

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

Check this box if no longer subject to Section 16.

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 ** ROPER JESS

(Middle)

6340 SEQUENCE DRIVE

(Street)

(First)

SAN DIEGO, CA 92121

2. Issuer Name **and** Ticker or Trading Symbol

DEXCOM INC [DXCM]

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

05/18/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

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response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

____ Director ____ 10% Owner ____ Softicer (give title ____ Other (specify below)

SVP, CFO

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

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

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, 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)	Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	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)
Common			Code V		, ,	Price			
Stock	05/18/2015		M	3,173	A	\$ 7.63	112,656	D	
Common Stock	05/18/2015		S	3,173 (1)	D	\$ 69.2812 (2)	109,483 (3)	D	
Common Stock	05/18/2015		M	2,827	A	\$ 7.63	112,310	D	
Common Stock	05/18/2015		S	2,827 (1)	D	\$ 69.2812 (2)	109,483 (3)	D	
	05/18/2015		S		D		108,483 (3)	D	

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Common 1,000 \$ Stock $\frac{(1)}{(4)}$ 69.1932

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Incentive Stock Option (right to buy)	\$ 7.63	05/18/2015		M	3,173	05/19/2009	05/19/2018	Common Stock	3,1
Non-Qualified Stock Option (right to buy)	\$ 7.63	05/18/2015		M	2,827	05/19/2009	05/19/2018	Common Stock	2,8

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of their runner, requires	Director	10% Owner	Officer	Other		
ROPER JESS						
6340 SEQUENCE DRIVE			SVP, CFO			
SAN DIEGO, CA 92121						

Signatures

Jess Roper	05/20/2015		
**Signature of Reporting Person	Date		

Reporting Owners 2

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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 November 17, 2014, Mr. Roper adopted a 10b5-1 Plan. This 10b5-1 Plan allows the orderly disposition of shares owned by Mr. Roper. The shares set forth above were sold pursuant to the 10b5-1 Plan.
- This transaction was executed in multiple trades at prices ranging from \$68.03 to \$69.97. The price above reflects the weighted average (2) 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 70,000 unvested restricted stock units, 40,000 of which were granted on March 8, 2015 and shall vest through March 8, 2018, 20,000 of which were granted on March 8, 2014 and shall vest through March 8, 2017 and 10,000 of which were granted on March 11, 2013 and shall vest through March 11, 2016.
- This transaction was executed in multiple trades at prices ranging from \$68.32 to \$69.91. The price above reflects the weighted average (4) 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. 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.