**DEXCOM INC** Form 4 July 27, 2015

## FORM 4

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

**OMB** 3235-0287

**OMB APPROVAL** 

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

(Print or Type Responses)

See Instruction

1(b).

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

(Last) (First) (Middle)

DEXCOM INC [DXCM]

(Check all applicable)

6340 SEQUENCE DRIVE

(Street)

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

07/23/2015

Director 10% Owner Other (specify \_X\_\_ Officer (give title \_

below) EVP, Strategy & Corp. Dev.

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

Applicable Line)

\_X\_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

Person

SAN DIEGO, CA 92121

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly 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. Securi omr Dispo (Instr. 3,	sed 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)
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	07/23/2015		M	9,492	A	\$ 9.8	258,138	D	
Common Stock	07/23/2015		S	9,492 (1)	D	\$ 85.3447 (2)	248,646 (3)	D	
Common Stock	07/23/2015		M	4,508	A	\$ 7.79	253,154	D	
Common Stock	07/23/2015		S	4,508 (1)	D	\$ 85.3934 (4)	248,646 (3)	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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
Non-Qualified Stock Option (right to buy)	\$ 7.79	07/23/2015		M	4,508	08/02/2008	08/02/2017	Common Stock	4,5
Non-Qualified Stock Option (right to buy)	\$ 9.8	07/23/2015		M	9,492	03/12/2011	03/12/2020	Common Stock	9,4

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Pacelli Steven Robert 6340 SEQUENCE DRIVE

EVP, Strategy & Corp. Dev.

SAN DIEGO, CA 92121 **Signatures** 

By: Jess Roper For: Steven R.
Pacelli

07/27/2015

\*\*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) On December 11, 2014 Mr. Pacelli adopted a 10b5-1 Plan. This 10b5-1 Plan allows the orderly disposition of shares owned by Mr. Pacelli. The shares set forth above were sold pursuant to the 10b5-1 Plan.

**(2)** 

Reporting Owners 2

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This transaction was executed in multiple trades at prices ranging from \$84.60 to \$86.16. 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.

- Included in this number are 116,207 unvested restricted stock units, 45,000 of which were granted on March 8, 2015 and shall vest through March 8, 2018, 47,333 of which were granted on March 8, 2014 and shall vest through March 8, 2017, and 23,874 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 \$84.66 to \$86.18. 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.