

DEXCOM INC
Form 4
November 12, 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)
11/09/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 11/09/2015 | | M | | 988 A \$ 9.8 | 101,471 | D |
| Common Stock | 11/09/2015 | | S | | 988 D \$ 83.6768 | 100,483 ⁽¹⁾ | D |
| Common Stock | 11/09/2015 | | M | | 12 A \$ 9.8 | 100,495 | D |
| Common Stock | 11/09/2015 | | S | | 12 D \$ 83.6768 | 100,483 ⁽¹⁾ | D |
| Common Stock | 11/09/2015 | | M | | 2,000 A \$ 6.03 | 102,483 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------------|------------------------|---|-------------------------|
| Common Stock | 11/09/2015 | S | 2,000 | D | \$ 83.6768 | 100,483 ⁽¹⁾ | D | |
| Common Stock | | | | | | 21,737 | I | by Trust ⁽²⁾ |

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 9.8 | 11/09/2015 | | M | 12 | 03/12/2011 03/12/2020 | Common Stock | 12 | |
| Non-Qualified Stock Option (right to buy) | \$ 6.03 | 11/09/2015 | | M | 2,000 | 06/22/2010 06/22/2019 | Common Stock | 2,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 9.8 | 11/09/2015 | | M | 988 | 03/12/2011 03/12/2020 | Common Stock | 988 | |

Reporting Owners

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

Signatures

By: John Lister For: Richard B.
Doubleday

11/12/2015

__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).

Included in this number are 85,834 unvested restricted stock units, 47,500 of which were granted on March 8, 2015 and shall vest through March 8, 2018, 25,000 of which were granted on March 8, 2014 and shall vest through March 8, 2017, 5,000 of which were granted on May 31, 2013 and shall vest through May 31, 2016, and 8,334 of which were granted on March 11, 2013 and shall vest through March 11, 2016.

(2) Shares are held by the Doubleday Living Trust U/A/D 5/26/2015, with respect to which the reporting person is a trustee.

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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