GREGG TERRANCE H

Form 4 July 05, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

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)		(Middle)	3. Date of Earliest Transaction	(2)		
6340 SEQUEN	ICE DRIVE	Z	(Month/Day/Year) 07/03/2012	X Director 10% OwnerX Officer (give title Other (specify below) CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SAN DIEGO, CA 92121			Filed(Month/Day/Year)	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	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)	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 Stock	07/03/2012		Code V	Amount 5,000 (1)	(D)	Price \$ 13.0307 (2)	969,889 (3)	I	by Trust
Stock							30,000	D	
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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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired		ate	7. Title Amoun Underly Securit (Instr. 3	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
	Security				(A) or Disposed of (D) (Instr. 3, 4, and 5)						Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
GREGG TERRANCE H 6340 SEQUENCE DRIVE	X		CEO				
SAN DIEGO, CA 92121							

Signatures

By: Jess Roper For: Terrance H. 07/05/2012 Gregg

**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).
- On November 21, 2011, Mr. Gregg adopted a 10b5-1 Plan. Under the 10b5-1 Plan, Mr. Gregg will sell a limited number of shares to (1) cover the tax liability that accrues upon monthly vesting of restricted stock units previously granted to Mr. Gregg. The shares set forth above were sold pursuant to the 10b5-1 Plan.
- This transaction was executed in multiple trades at prices ranging from \$12.95 to \$13.10. 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 36,563 unvested restricted stock units granted on March 12, 2010, 4,063 of which shall vest each month through March 12, 2013; 106,641 unvested restricted stock units granted on March 8, 2011, 5,078 of which shall vest each month through
- March 8, 2014; and 167,579 unvested restricted stock units granted on March 8, 2012, 5,078 of which shall vest each month through
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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