DEXCOM INC Form 4

September 10, 2013 FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

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

Check this box

obligations may continue. See Instruction

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 * SAYER KEVIN R	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	DEXCOM INC [DXCM] 3. Date of Earliest Transaction	(Check all applicable)			
6340 SEQUENCE DRIVE	(Month/Day/Year) 09/09/2013	X Director 10% Owner Selection Other (specify below) President & COO			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
SAN DIEGO, CA 92121		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Securities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date		3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transacti	omr Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				(4)	Reported	(I)	
				(A)	Transaction(s)	(Instr. 4)	
			Code V	or Amount (D) Price	(Instr. 3 and 4)		
Common Stock	09/09/2013		D	$ \begin{array}{ccc} 11,009 & 5 & \\ \underline{(1)} & 26.8894 \end{array} $	347,363 <u>(2)</u>	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								А	mount		
						_		01			
						Date	Expiration		lumber		
						Exercisable	Date	of			
				Code V	(A) (D)			SI	hares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Troporting of the France of France of	Director	10% Owner	Officer	Other		
SAYER KEVIN R 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121	X		President & COO			

Signatures

By: Jess Roper For: Kevin R. 09/10/2013 Sayer

**Signature of Reporting Person

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).
- These shares were sold to cover the Company's tax withholding obligation that accrued in connection with the vesting of restricted stock **(1)** units previously granted.
- Included in this number are 245,627 unvested restricted stock units, 150,000 of which were granted on March 11, 2013 and shall vest (2) through March 11, 2016, 62,500 of which were granted on March 8, 2012 and shall vest through March 8, 2015, and 33,127 of which were granted on June 1, 2011 and shall vest through June 1, 2014.

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.

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