DEXCOM INC Form 4

February 26, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Pacelli Steven Robert

(Zip)

(Last) (First) (Middle)

6340 SEQUENCE DRIVE

(Street)

(State)

SAN DIEGO, CA 92121

(City)

2. Issuer Name and Ticker or Trading

Symbol

DEXCOM INC [DXCM] 3. Date of Earliest Transaction

(Month/Day/Year) 02/24/2014

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

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January 31,

2005

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response...

Director 10% Owner Other (specify X_ Officer (give title below)

EVP, Strategy & Corp. Dev.

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficically 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)	Transactior Disposed of (D) Code (Instr. 3, 4 and 5)			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	or (D)	Price	(Instr. 3 and 4)	(111341. 4)		
Common Stock	02/24/2014		M	3,000	A	\$ 7.25	198,865	D		
Common Stock	02/24/2014		S	3,000 (1)	D	\$ 44.603 (2)	195,865 (3)	D		
Common Stock	02/24/2014		M	11,000	A	\$ 3.19	206,865	D		
Common Stock	02/24/2014		S	11,000 (1)	D	\$ 44.603 (2)	195,865 (3)	D		
Common Stock	02/25/2014		M	19,368	A	\$ 20.65	215,233	D		

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Common Stock 02/25/2014 S 19,368 D 45.1608 $195,865 \frac{(3)}{(4)}$ D

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. Transaction Code (Instr. 8)	5. Number of or 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 Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Incentive Stock Option (right to buy)	\$ 20.65	02/25/2014		M	19,368	04/17/2007	04/17/2016	Common Stock	19
Non-Qualified Stock Option (right to buy)	\$ 3.19	02/24/2014		M	11,000	12/11/2009	12/11/2018	Common Stock	11
Non-Qualified Stock Option (right to buy)	\$ 7.25	02/24/2014		M	3,000	03/09/2008	03/09/2017	Common Stock	3,

Reporting Owners

 Reporting Owner Name / Address
 Relationships

 Director
 10% Owner
 Officer
 Other

Pacelli Steven Robert 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121

EVP, Strategy & Corp. Dev.

Signatures

By: Jess Roper For: Steven R.
Pacelli
02/26/2014

**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 25, 2013, 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.
- This transaction was executed in multiple trades at prices ranging from \$43.25 to \$44.97. 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 issurer full information regarding the number of shares and prices at which the transactions were effected.
- Included in this number are 119,429 unvested restricted stock units, 71,621 of which were granted on March 11, 2013 and shall vest through March 11, 2016, 35,811 of which were granted on March 8, 2012 and shall vest through March 8, 2015, and 11,997 of which were granted on March 8, 2011 and shall vest through March 8, 2014.
- This transaction was executed in multiple trades at prices ranging from \$44.95 to \$45.37. 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.