DEXCOM INC Form 4 March 04, 2014

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 Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 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 Addr MOY JEFFRE	Name and Address of Reporting Person * OY JEFFREY		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)	3. Date of Earliest Transaction	(Check all applicable)		
6340 SEQUEN	ICE DRIVE	E	(Month/Day/Year) 02/28/2014	Director 10% Owner Officer (give title Other (specify below) SVP, Operations		
	(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) Table	e I - Non-D	erivative	Secur	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned	
1.Title of	2. Transaction Date		3.	4. Securi		*	5. Amount of	6. Ownership		
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transactio Code	(Instr. 3,		` ′	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)		(A)		Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	02/28/2014		M	2,500	A	\$ 6.33	189,985	D		
Common Stock	02/28/2014		S	2,500	D	\$ 46.45	187,485 <u>(1)</u>	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)

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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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securit
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option (right to buy)	\$ 6.33	02/28/2014		M	2,500	09/25/2009	09/24/2018	Common Stock	2,5

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

MOY JEFFREY

6340 SEQUENCE DRIVE SVP, Operations

SAN DIEGO, CA 92121

Signatures

By: John Lister For: Jeffrey
C. Moy

03/04/2014

**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 84,438 unvested restricted stock units, 50,000 of which were granted on March 11, 2013 and shall vest through March 11, 2016, 21,875 of which were granted on March 8, 2012 and shall vest through March 8, 2015, and 12,563 of which were granted on March 8, 2011 and shall vest through March 8, 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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