DEXCOM INC Form 4 March 14, 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 Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LISTER JOHN		ng Person *	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	(Chech an appheacie)		
6340 SEQUENCE DRIVE		,	(Month/Day/Year) 03/12/2014	Director 10% OwnerX Officer (give title Other (specify below) General Counsel, VP of HR		
	(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) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Month/Day/Year) Execution Date, if Transactioner Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial

(Month/Day/Year)			* * * *			Securities	Ownership	indirect
	* · · · · · · · · · · · · · · · · · · ·		(Instr. 3,	4 and	5)	•		Beneficial
	(Month/Day/Year)	(Instr. 8)					` ′	Ownership
						Č		(Instr. 4)
				(A)		*		
						` '	(Instr. 4)	
		Code V	Amount		Price	(Instr. 3 and 4)		
03/12/2014		D	4,562 (1)	D	\$ 45.2216	127,950 (2)	D	
02/12/2014		3.4	1.750		ф 4.50	120 700	Б	
03/12/2014		M	1,/50	Α	\$ 4.58	129,700	D	
02/12/2014		C	1,750	D	¢ 45 01	127.050 (2)	D	
03/12/2014		3	(3)	ע	\$ 43.01	127,930 (2)	D	
					\$			
03/12/2014		S	5,999	D	45.3819	121,951 <u>(2)</u>	D	
					<u>(4)</u>			
02/12/2014		0	1,409	_	ф. 45 O1	100.540.(2)	Ъ	
03/12/2014		S	(3)	D	\$ 45.01	120,542 (2)	D	
	03/12/2014 03/12/2014 03/12/2014	any (Month/Day/Year) 03/12/2014 03/12/2014 03/12/2014	any (Month/Day/Year) Code (Instr. 8) Code V 03/12/2014 D 03/12/2014 M 03/12/2014 S 03/12/2014 S	any (Month/Day/Year) Code (Instr. 3, 2014) Code V Amount 4,562 (1) 03/12/2014 M 1,750 03/12/2014 S 1,750 (3) 03/12/2014 S 5,999	any (Month/Day/Year) Code (Instr. 3, 4 and (Month/Day/Year) (Instr. 8) Code V Amount (D) 4,562 D 03/12/2014 M 1,750 A 03/12/2014 S 1,750 D 03/12/2014 S 5,999 D	any (Month/Day/Year) Code (Instr. 3, 4 and 5) Code V Amount (D) Price 4,562 D \$ 45.2216 03/12/2014 M 1,750 A \$ 4.58 03/12/2014 S 1,750 D \$ 45.3819 03/12/2014 S 1,409 D \$ 45.01	any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Transaction(s) (Instr. 3 and 4) 03/12/2014 D 4,562 D \$ 127,950 (2) 03/12/2014 S 1,750 D \$ 45.2216 127,950 (2) 03/12/2014 S 5,999 D 45.3819 121,951 (2) 03/12/2014 S 1,409 D \$ 45.01 120,542 (2)	any (Month/Day/Year)

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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)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securit (Instr. 3 and 4)	
				Code V	and 5)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option (right to buy)	\$ 4.58	03/12/2014		M	1,750	05/19/2010	05/19/2019	Common Stock	1,7

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LISTER JOHN 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121

General Counsel, VP of HR

Signatures

John Lister 03/14/2014

**Signature of 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).
- (1) These shares were sold to cover the Company's tax withholding obligation that accrued in connection with the vesting of restricted stock units previously granted.
- Included in this number are 99,375 unvested restricted stock units, 65,000 of which were granted on March 8, 2014 and shall vest through March 8, 2017, 23,333 of which were granted on March 11, 2013 and shall vest through March 11, 2016, and 11,042 of which were granted on March 8, 2012 and shall vest through March 8, 2015.
- (3) On December 11, 2013, Mr. Lister adopted a 10b5-1 Plan. This 10b5-1 Plan allows the orderly disposition of shares owned by Mr. Lister. The shares set forth above were sold pursuant to the 10b5-1 Plan.

Reporting Owners 2

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This transaction was executed in multiple trades at prices ranging from \$45.38 to \$45.39. The price above reflects the weighted average 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.

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