DEXCOM INC Form 4 April 16, 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

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LISTER JOHN Issuer Symbol DEXCOM INC [DXCM] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X\_ Officer (give title 6340 SEQUENCE DRIVE 04/14/2014 below) Sr. VP, General Counsel (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SAN DIEGO, CA 92121 Person

| (City)                               | (State) (                            | Zip) Table  | e I - Non-D                             | erivative                       | Secur            | ities Acqu  | uired, Disposed of   | , or Beneficial  | ly Owned  |
|--------------------------------------|--------------------------------------|---|---|---------------------------------|------------------|-------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securion(A) or Do (Instr. 3, | ispose           | d of (D)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|                                      |                                      |   | Code V                                  | Amount                          | (A)<br>or<br>(D) | Price       | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                   |  |   |
| Common<br>Stock                      | 04/14/2014                           |   | M                                       | 1,750                           | A                | \$ 4.58     | 122,292  | D  |   |
| Common<br>Stock                      | 04/14/2014                           |   | S                                       | 1,750<br>(1)                    | D                | \$<br>35.86 | 120,542 (2)  | D  |   |
| Common<br>Stock                      | 04/14/2014                           |   | S                                       | 1,134<br>(1)                    | D                | \$<br>35.86 | 119,408 (2)  | D  |   |

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

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#### Edgar Filing: DEXCOM INC - Form 4

#### number.

4.

5. Number

6. Date Exercisable and

7. Title and Amour

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

| Derivative<br>Security<br>(Instr. 3) | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transacti<br>Code<br>(Instr. 8) | onof Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4, | Expiration Date<br>(Month/Day/Year) |                    | Underlying Securit<br>(Instr. 3 and 4) |                                 |
|--------------------------------------|---|------------------|---|---------------------------------|--|-------------------------------------|--------------------|--|---------------------------------|
|                                      |   |                  |   | Code V                          | (A) (D)  | Date<br>Exercisable                 | Expiration<br>Date | Title                                  | Amo<br>or<br>Num<br>of<br>Share |
| Non-Qualified Stock Option           | \$ 4.58   | 04/14/2014       |   | M                               | 1,750  | 05/19/2010                          | 05/19/2019         | Common                                 | 1,7                             |

## **Reporting Owners**

2.

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LISTER JOHN

(right to buy)

1. Title of

6340 SEQUENCE DRIVE Sr. VP, General Counsel

3. Transaction Date 3A. Deemed

SAN DIEGO, CA 92121

## **Signatures**

By: Jess Roper For: John D.
Lister 04/16/2014

\*\*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).
- (1) 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.
- 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.

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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