**DEXCOM INC** Form 4 March 10, 2015

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

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

January 31, Expires: 2005

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 Address of Reporting Person * LISTER JOHN			2. Issuer Name <b>and</b> 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	CE DRIVE	E	(Month/Day/Year) 03/08/2015	Director 10% OwnerX Officer (give title Other (specify below)  Sr. VP, General Counsel			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN DIEGO, O	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) Tab	le I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of (	` '	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/08/2015		A A	Amount 37,500 (1)	A	\$ 0.001	147,518 <u>(2)</u>	D	
Common Stock	03/09/2015		M	5,039	A	\$ 8.85	152,557	D	
Common Stock	03/09/2015		S	5,039 (3)	D	\$ 58.7728 (4)	147,518 (2)	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

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# displays a currently valid OMB control

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 Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	Expiration Date (Month/Day/Year)		Underlying Securit (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option (right to buy)	\$ 8.85	03/09/2015		M	5,039	01/14/2009	01/14/2018	Common Stock	5,0

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LISTER JOHN

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 03/10/2015

\*\*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).
- Represents a grant of restricted stock units that are exempt from Section 16 b-3 and are subject to vesting over a 36 month period from the (1) date of grant as follows: 1/3 shall vest 12 months from the Grant Date, and the remaining balance shall vest in four equal installments over the following 24 months. Share units represent a contingent right to receive one share of DexCom, Inc. common stock.
- Included in this number are 98,333 unvested restricted stock units 37,500 of which were granted on March 8, 2015 and shall vest through March 8, 2018, 43,333 of which were granted on March 8, 2014 and shall vest through March 8, 2017, and 17,500 of which were granted on March 11, 2013 and shall vest through March 11, 2016.
- (3) On December 5, 2014, 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.
- (4) This transaction was executed in multiple trades at prices ranging from \$58.48 to \$59.31. 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

Reporting Owners 2

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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.