DEXCOM INC Form 4 March 14, 2017

## 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

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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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 * MOY 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) 6340 SEQUENCE DRIVE		(Middle)	3. Date of Earliest Transaction	(==== an appneause)			
			(Month/Day/Year) 03/10/2017	Director 10% OwnerX Officer (give title Other (specify below)  SVP, Operations			
(Street) SAN DIEGO, CA 92121			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 Person			

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	03/10/2017		J	8,334 (1)	D	\$ 78.24	75,153 <u>(2)</u>	D	
Common Stock	03/10/2017		J	6,667 (1)	D	\$ 78.24	68,486 <u>(2)</u>	D	
Common Stock	03/10/2017		J	11,000 (1)	D	\$ 78.24	57,486 (2)	D	
Common Stock	03/10/2017		J	8,334 (1)	A	\$ 78.24	58,890 (3)	I	by Trust
Common Stock	03/10/2017		J	6,667 (1)	A	\$ 78.24	65,557 (3)	I	by Trust

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Common Stock	03/10/2017	J	11,000 (1)	A	\$ 78.24	76,557 <u>(3)</u>	I	by Trust
Common Stock	03/10/2017	D	3,213 (4)	D	\$ 77.5506	73,344 (3)	I	by Trust
Common Stock	03/10/2017	D	2,867 (4)	D	\$ 77.5506	70,477 (3)	I	by Trust
Common Stock	03/10/2017	D	5,813 (4)	D	\$ 77.5506	64,664 (3)	I	by Trust

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctionNu	ımber	Expiration D	ate	Amou	unt of	Derivative
Security	or Exercise		any	Code	of		(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) De	rivativ	e		Secur	ities	(Instr. 5)
	Derivative				Sec	curities			(Instr	. 3 and 4)	
	Security				Ac	quired					
	•				(A	) or					
					Di	sposed					
					of	(D)					
					(In	str. 3,					
					4,	and 5)					
					ŕ	ĺ					
										Amount	
							Date	Expiration		or	
							Exercisable	Date	Title	Number	
										of	
				Code	V (A	(D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MOV IEEEDEN								

MOY JEFFREY

SVP, Operations 6340 SEQUENCE DRIVE

SAN DIEGO, CA 92121

## **Signatures**

By: Kevin Sun For: Jeffrey 03/14/2017 C. Moy

\*\*Signature of Reporting Person Date

2 Reporting Owners

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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) Shares were transferred from direct ownership to ownership under the Moy Family Trust upon vesting of previously awarded restricted stock units.
- Included in this number are 57,216 unvested restricted stock units, 21,883 of which were granted on March 8, 2017 and shall vest through March 8, 2020, 22,000 of which were granted on March 8, 2016 and shall vest through March 8, 2019 and 13,333 of which were granted on March 8, 2015 and shall vest through March 08, 2018.
- (3) Shares are held by the Moy Family Trust U/A/D 12/09/2013, with respect to which the reporting person is a trustee.
- (4) 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.

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.