

DEXCOM INC
Form 4
November 15, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LISTER JOHN

(Last) (First) (Middle)
6340 SEQUENCE DRIVE
(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEXCOM INC [DXCM]

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
General Counsel, VP of HR

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | Code V | Amount | Price | | |
| Common Stock | 11/13/2013 | | S | 2,700 | D | \$ 33.5115 | 71,326 ⁽²⁾ | D |
| | | | | | | ⁽¹⁾ | | |
| Common Stock | 11/13/2013 | | M | 7,300 | A | \$ 4.58 | 78,626 | D |
| Common Stock | 11/13/2013 | | S | 7,300 | D | \$ 33.4068 | 71,326 ⁽²⁾ | D |
| Common Stock | 11/13/2013 | | M | 9,372 | A | \$ 3.19 | 80,698 | D |
| Common Stock | 11/13/2013 | | S | 9,372 | D | \$ 33.5498 | 71,326 ⁽²⁾ | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|-----------------------|---|
| Common Stock | 11/13/2013 | M | 3,128 | A | \$ 3.19 | 74,454 | D |
| Common Stock | 11/13/2013 | S | 3,128 | D | \$ 33.4801 | 71,326 ⁽²⁾ | D |
| Common Stock | 11/13/2013 | M | 6,718 | A | \$ 7.63 | 78,044 | D |
| Common Stock | 11/13/2013 | S | 6,718 | D | \$ 33.4068 | 71,326 ⁽²⁾ | D |
| Common Stock | 11/13/2013 | M | 782 | A | \$ 7.63 | 72,108 | D |
| Common Stock | 11/13/2013 | S | 782 | D | \$ 33.4068 | 71,326 ⁽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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (right to buy) | \$ 3.19 | 11/13/2013 | | M | 3,128 | 12/11/2009 12/11/2018 | Common Stock | 3,128 |
| Incentive Stock Option (right to buy) | \$ 7.63 | 11/13/2013 | | M | 782 | 05/19/2009 05/19/2018 | Common Stock | 782 |
| Non-Qualified Stock Option (right to buy) | \$ 4.58 | 11/13/2013 | | M | 7,300 | 05/19/2010 05/19/2019 | Common Stock | 7,300 |
| Non-Qualified Stock Option (right to buy) | \$ 7.63 | 11/13/2013 | | M | 6,718 | 05/19/2008 05/19/2018 | Common Stock | 6,718 |

| | | | | | | | | |
|---|---------|------------|---|-------|------------|------------|------------------|-----|
| Non-Qualified Stock Option (right to buy) | \$ 3.19 | 11/13/2013 | M | 9,372 | 12/11/2009 | 12/11/2018 | Common Stock. | 9,3 |
|---|---------|------------|---|-------|------------|------------|------------------|-----|

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 D. Lister | 11/15/2013 |
| <u> </u> 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).
 This transaction was executed in multiple trades at prices ranging from \$33.511 to \$33.512. 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.
- (1) Included in this number are 55,855 unvested restricted stock units, 35,000 of which were granted on March 11, 2013 and shall vest through March 11, 2016, 16,563 of which were granted on March 8, 2012 and shall vest through March 8, 2015, and 4,292 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.