

DEXCOM INC

Form 4

September 13, 2016

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VALDES JORGE A

(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)
09/09/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

CTO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	09/09/2016		M	12,000	A \$ 7.63 103,667	D	
Common Stock	09/09/2016		S	12,000 (1)	D \$ 93.6591 91,667 (3) (2)	D	
Common Stock	09/09/2016		J	11,833 (4)	D \$ 95.8 79,834 (3)	D	
Common Stock	09/09/2016		J	7,500 (4)	D \$ 95.8 72,334 (3)	D	
Common Stock	09/09/2016		J	11,833 (4)	A \$ 95.8 13,383	I	by Trust (5)

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Common Stock	09/09/2016	J	<u>7,500</u> (4)	A	\$ 95.8	20,883	I	by Trust (5)
Common Stock	09/09/2016	D	<u>6,312</u> (6)	D	\$ 93.7227	14,571	I	by Trust (5)
Common Stock	09/09/2016	D	<u>4,001</u> (6)	D	\$ 93.7226	10,570	I	by Trust (5)
Common Stock	09/12/2016	S	7,071	D	\$ 92.0612 (7)	3,499	I	by Trust (5)

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

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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)
Non-Qualified Stock Option (right to buy)	\$ 7.63	09/09/2016		M	12,000	05/19/2009 05/19/2018	Common Stock 12

Reporting Owners

Reporting Owner Name / Address	Relationships
VALDES JORGE A 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121	Director 10% Owner Officer Other CTO

Signatures

By: Kevin Sun For: Jorge Valdes 09/13/2016

**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 March 7, 2016 Mr. Valdes adopted a 10b5-1 Plan. This 10b5-1 Plan allows the orderly disposition of shares owned by Mr. Valdes. The shares set forth above were sold pursuant to the 10b5-1 Plan.
- (2) This transaction was executed in multiple trades at prices ranging from \$92.85 to \$94.98. 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.
- (3) Included in this number are 72,334 unvested restricted stock units, 38,000 of which were granted on March 8, 2016 and shall vest on March 8, 2019, 22,500 of which were granted on March 8, 2015 and shall vest through March 8, 2018 and 11,834 of which were granted on March 8, 2014 and shall vest through March 8, 2017.
- (4) Shares were transferred from direct ownership to ownership under the Valdes-Lopez-Calleja Family Trust upon vesting of previously awarded restricted stock units.
- (5) Shares are held by the Valdes-Lopez-Calleja Family Trust U/A/D 05/18/2011, with respect to which the reporting person is a trustee.
- (6) 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.
- (7) This transaction was executed in multiple trades at prices ranging from \$92.06 to \$92.07. 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.

Remarks:

CONFIRMING STATEMENT: This Statement confirms that the undersigned Jorge Valdes, has authorized and designated Ste

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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