DEXCOM INC Form 4 January 11, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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Form 4 or 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

SECURITIES

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response...

1(b).

(Print or Type Responses)

1. Name and Add VALDES JOR	•	ing Person *	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)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
6340 SEQUENCE DRIVE			01/09/2017	X Officer (give title Other (specify below)		
				CTO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
SAN DIEGO, CA 92121				_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

		Tabl	E 1 - 14011-1	Derivative	Secu	riues Acqui	icu, Disposcu oi,	or beneficially	y Owneu
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Form: Owned Direct Following or Indi	Ownership Form: Direct (D) or Indirect	Beneficial Ownership		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	01/09/2017		M	7,000	A	\$ 7.79	79,334	D	
Common Stock	01/09/2017		S	7,000 (1)	D	\$ 63.0232 (2)	72,334 (3)	D	
Common Stock	01/09/2017		M	417	A	\$ 7.63	72,751	D	
Common Stock	01/09/2017		S	417 (1)	D	\$ 63.4875 (4)	72,334 (3)	D	
	01/09/2017		M	900	A	\$ 3.19	73,234	D	

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Common Stock								
Common Stock	01/09/2017	S	900 (1)	D	\$ 63.3118 (5)	72,334 (3)	D	
Common Stock	01/09/2017	M	2,583	A	\$ 7.63	74,917	D	
Common Stock	01/09/2017	S	2,583 (1)	D	\$ 62.8291 <u>(6)</u>	72,334 (3)	D	
Common Stock						3,499	I	by Trust

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. Transactic Code (Instr. 8)	5. Number on 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 Amour Underlying Securit (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Incentive Stock O (right to	ption	\$ 7.63	01/09/2017		M	417	05/19/2009	05/19/2018	Common Stock	41
Incentive Stock O (right to	ption	\$ 7.79	01/09/2017		M	7,000	08/02/2008	08/02/2017	Common Stock	7,0
Non-Qu Stock O (right to	ption	\$ 7.63	01/09/2017		M	2,583	05/19/2009	05/19/2018	Common Stock	2,5
Non-Qu Stock O (right to	ption	<u>(8)</u>	01/09/2017		M	900	12/11/2009	12/11/2018	Common Stock	90

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VALDES JORGE A

6340 SEQUENCE DRIVE CTO SAN DIEGO, CA 92121

Signatures

By: Kevin Sun For: Jorge A. Valdes

01/11/2017

**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 November 4, 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.
- This transaction was executed in multiple trades at prices ranging from \$62.48 to \$63.71. The price above reflects the weighted average (2) 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.
- Included in this number are 72,334 unvested restricted stock units, 38,000 of which were granted on March 8, 2016 and shall vest through 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.
- This transaction was executed in multiple trades at prices ranging from \$63.37 to \$63.65. The price above reflects the weighted average (4) 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.
- This transaction was executed in multiple trades at prices ranging from \$63.17 to \$63.37. The price above reflects the weighted average (5) 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.
- This transaction was executed in multiple trades at prices ranging from \$62.49 to \$63.17. The price above reflects the weighted average (6) 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.
- (7) 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.
- (8) Conversion or exercise price of derivative security is \$3.19.

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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