

DEXCOM INC

Form 4

November 12, 2015

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pacelli Steven Robert

(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)  
11/10/2015

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 below) \_\_\_\_ Other (specify below)

EVP, Strategy &amp; Corp. Dev.

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/10/2015		M		14,000	A	\$ 20.65	230,214	D	
Common Stock	11/10/2015		S		14,000	D	\$ 84.7291	216,214 <sup>(1)</sup>	D	
Common Stock	11/10/2015		M		7,562	A	\$ 7.63	223,776	D	
Common Stock	11/10/2015		S		7,562	D	\$ 84.6965	216,214 <sup>(1)</sup>	D	
Common Stock	11/10/2015		M		3,438	A	\$ 7.25	219,652	D	

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Common Stock 11/10/2015 S 3,438 D \$ 84.6965 216,214 <sup>(1)</sup> D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Number of S
Incentive Stock Option (right to buy)	\$ 7.25	11/10/2015		M	3,438	03/09/2008 03/09/2017	Common Stock 3,
Incentive Stock Option (right to buy)	\$ 7.63	11/10/2015		M	7,562	05/19/2009 05/19/2018	Common Stock 7,
Non-Qualified Stock Option (right to buy)	\$ 20.65	11/10/2015		M	14,000	04/17/2007 04/17/2016	Common Stock 14

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pacelli Steven Robert 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121	EVP, Strategy & Corp. Dev.

## Signatures

By: John Lister For: Steven R. Pacelli 11/12/2015

\_\_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).

Included in this number are 92,437 unvested restricted stock units, 45,000 of which were granted on March 8, 2015 and shall vest through

- (1) March 8, 2018, 35,500 of which were granted on March 8, 2014 and shall vest through March 8, 2017, and 11,937 of which were granted on March 11, 2013 and shall vest through March 11, 2016.

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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