

DEXCOM INC
Form 4
March 15, 2017

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 *
Leach Jacob Steven

(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)
03/09/2017

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)

SVP, Research & Development

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/09/2017 | | S | | 7,329 D \$ 77.558 | 98,604 ⁽¹⁾ | D |
| Common Stock | 03/09/2017 | | S | | 3,012 D \$ 77.2409 | 95,592 ⁽¹⁾ | D |
| Common Stock | 03/10/2017 | | D | | 1,950 ⁽²⁾ D \$ 77.5506 | 93,642 ⁽¹⁾ | D |
| Common Stock | 03/10/2017 | | D | | 5,473 ⁽²⁾ D \$ 77.5506 | 88,169 ⁽¹⁾ | D |
| Common Stock | 03/10/2017 | | D | | 2,538 ⁽²⁾ D \$ 77.5506 | 85,631 ⁽¹⁾ | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------------|-----------------------|---|--------------------------------|
| Common Stock | 03/10/2017 | M | 7,500 | A | \$ 7.63 | 93,131 ⁽¹⁾ | D | |
| Common Stock | 03/13/2017 | S | 5,194 | D | \$ 78.072 | 87,937 ⁽¹⁾ | D | |
| Common Stock | 03/13/2017 | S | 2,732 | D | \$ 77.7764 | 85,205 ⁽¹⁾ | D | |
| Common Stock | 03/14/2017 | S | 3,050 | D | \$ 77.3195 | 82,155 ⁽¹⁾ | D | |
| Common Stock | | | | | | 12,000 | I | Family Holdings ⁽³⁾ |
| Common Stock | | | | | | 50,100 | I | by Spouse ⁽⁴⁾ |

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Incentive Stock Option (right to buy) | \$ 7.63 | 03/10/2017 | | M | 7,500 | 05/19/2009 05/19/2018 | Common Stock | 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Leach Jacob Steven
6340 SEQUENCE DRIVE
SAN DIEGO, CA 92121

SVP, Research & Development

Signatures

By: Timothy O'Brien For: Jacob
Leach

03/15/2017

__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).

- Included in this number are 57,800 unvested restricted stock units, 23,134 of which were granted on March 8, 2017 and shall vest through
- (1) March 8, 2020, 21,333 of which were granted on March 8, 2016 shall vest through March 8, 2019 and 13,333 of which were granted on March 8, 2015 and shall vest through March 8, 2018.
 - (2) 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.
 - (3) Shares are held by the Gregg Family Grandchildren's Trust UAD 12/30/2010, with respect to which the reporting person's spouse is a trustee.
 - (4) Shares are held by the Kyndra S. Leach Trust UAD 12/12/2012, with respect to which the reporting person's spouse is a trustee.

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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