

DEXCOM INC

Form 4

December 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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response... 0.5

(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)  
12/09/2016

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 below) \_\_\_\_ Other (specify 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	12/09/2016		M	2,637 (1)	A \$ 7.79 74,971	D	
Common Stock	12/09/2016		S	2,637 (1)	D \$ 64.8079 72,334 (2)	D	
Common Stock	12/09/2016		M	3,438	A \$ 7.25 75,772	D	
Common Stock	12/09/2016		S	3,438 (1)	D \$ 64.8079 72,334 (2)	D	
Common Stock	12/09/2016		M	3,925	A \$ 7.79 76,259	D	

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Common Stock	12/09/2016	S	3,925 (1)	D	\$ 64.8079	72,334 (2)	D	
Common Stock						3,499	I	by Trust (3)

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

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SEC 1474  
(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 7.25	12/09/2016		M		3,438		03/09/2008	03/09/2017	Common Stock	3,438
Incentive Stock Option (right to buy)	\$ 7.79	12/09/2016		M		2,637		08/02/2008	08/02/2017	Common Stock	2,637
Non-Qualified Stock Option (right to buy)	\$ 7.79	12/09/2016		M		3,925		08/02/2008	08/02/2017	Common Stock	3,925

## Reporting Owners

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

## Signatures

By: Kevin Sun For: Jorge A.  
Valdes

12/13/2016

\_\_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 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.  
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.
- (2) 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.
- (3) 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.

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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