

DEXCOM INC
Form 4
January 18, 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 *
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)
01/13/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CTO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price | | |
| Common Stock | 01/13/2017 | | M | | 8,927 A \$ 9.8 | 81,261 | D |
| Common Stock | 01/13/2017 | | S | | 8,927 (1) D \$ 80 | 72,334 (2) | D |
| Common Stock | 01/13/2017 | | M | | 10,000 A \$ 7.63 | 82,334 | D |
| Common Stock | 01/13/2017 | | S | | 10,000 (1) D \$ 80 | 72,334 (2) | D |
| Common Stock | 01/13/2017 | | M | | 7,173 A \$ 9.8 | 79,507 | D |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---|-------|------------|---|--------------|
| Common Stock | 01/13/2017 | S | <u>7,173</u> (1) | D | \$ 80 | 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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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) | Am or Num of S | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Incentive Stock Option (right to buy) | \$ 7.63 | 01/13/2017 | | M | 10,000 | 05/19/2009 | 05/19/2018 | Common Stock | 10 |
| Incentive Stock Option (right to buy) | \$ 9.8 | 01/13/2017 | | M | 8,927 | 03/12/2011 | 03/12/2020 | Common Stock | 8, |
| Non-Qualified Stock Option (right to buy) | \$ 9.8 | 01/13/2017 | | M | 7,173 | 03/12/2011 | 03/12/2020 | Common Stock | 7, |

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 01/16/2017

__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.

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.

- (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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