

DEXCOM INC
Form 4
March 13, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SKYLER JAY S

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)
6340 SEQUENCE DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2015

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

SAN DIEGO, CA 92121

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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

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	03/11/2015		M	21,564 A \$ 12	137,448	I	by Partnership (1)
Common Stock	03/11/2015		S	21,564 D \$ 60.0029 (2)	115,884	I	by Partnership (1)
Common Stock	03/12/2015		M	3,436 A \$ 12	119,320	I	by Partnership (1)
Common Stock	03/12/2015		S	3,436 D \$ 60	115,884	I	by Partnership (1)

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Common Stock	03/12/2015	M	3,500	A	\$ 20.38	119,384	I	by Partnership <u>(1)</u>
Common Stock	03/12/2015	S	3,500	D	\$ 60	115,884	I	by Partnership <u>(1)</u>
Common Stock	03/13/2015	M	6,500	A	\$ 20.38	122,384	I	by Partnership <u>(1)</u>
Common Stock	03/13/2015	S	6,500	D	\$ 60.0142 <u>(3)</u>	115,884	I	by Partnership <u>(1)</u>
Common Stock	03/13/2015	M	10,000	A	\$ 21.81	125,884	I	by Partnership <u>(1)</u>
Common Stock	03/13/2015	S	10,000	D	\$ 60.0142 <u>(3)</u>	115,884	I	by Partnership <u>(1)</u>
Common Stock						6,887	D	
Common Stock						10,000	I	by Daughter <u>(4)</u>
Common Stock						10,000	I	by Spouse <u>(5)</u>

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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
	\$ 12	03/11/2015		M	21,564	04/13/2006	04/13/2015		21

Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 12	03/12/2015	M	3,436	04/13/2006	04/13/2015	Common Stock	3,	
Non-Qualified Stock Option (right to buy)	\$ 20.38	03/12/2015	M	3,500	04/13/2007	04/13/2016	Common Stock	3,	
Non-Qualified Stock Option (right to buy)	\$ 20.38	03/13/2015	M	6,500	04/13/2007	04/13/2016	Common Stock	6,	
Non-Qualified Stock Option (right to buy)	\$ 21.81	03/13/2015	M	10,000	05/15/2007	05/15/2016	Common Stock	10	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SKYLER JAY S 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121	X			

Signatures

By: Jess Roper For: Jay S.
Skyler 03/13/2015

__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).

(1) Shares are held by Skyler Bach Family Limited Partnership, LLP, with respect to which the reporting person is a managing partner of the partnership and maintains voting rights of these shares.

(2) This transaction was executed in multiple trades at prices ranging from \$60.00 to \$60.03. The price above reflects the weighted average 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.

(3) This transaction was executed in multiple trades at prices ranging from \$60.00 to \$60.11. The price above reflects the weighted average 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.

(4) Shares are held by Jennifer Skyler Living Trust, with respect to which the Reporting Person is a trustee.

(5) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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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