

Leach Jacob Steven
Form 4
May 10, 2018

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)
05/08/2018

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)
SVP, Research & Development

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	05/08/2018		M		1,923 A \$ 3.19	100,801	D
Common Stock	05/08/2018		S		1,923 D \$ 84.9536	98,878 ⁽¹⁾	D
Common Stock	05/09/2018		M		8,542 A \$ 9.78	107,420	D
Common Stock	05/09/2018		S		8,542 D \$ 84.7716 ⁽²⁾	98,878 ⁽¹⁾	D
Common Stock	05/09/2018		M		203 A \$ 7.27	99,081	D

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Common Stock	05/09/2018	S	203	D	\$ 84.7716	98,878 ⁽¹⁾	D	
					<u>(2)</u>			
Common Stock	05/08/2018	S	2,500	D	\$ 85.1495	47,600	I	by Spouse ⁽⁴⁾
					<u>(3)</u>			
Common Stock						12,000	I	Family Holdings ⁽⁵⁾

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 3.19	05/08/2018		M	1,923	12/11/2009 12/11/2018	Common Stock	1,923	
Non-Qualified Stock Option (right to buy)	\$ 7.27	05/09/2018		M	203	11/20/2010 11/20/2019	Common Stock	203	
Non-Qualified Stock Option (right to buy)	\$ 9.78	05/09/2018		M	8,542	02/18/2011 02/18/2020	Common Stock	8,542	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			SVP, Research & Development	

Leach Jacob Steven
6340 SEQUENCE DRIVE
SAN DIEGO, CA 92121

Signatures

By: Kevin Sun For: Jacob S.
Leach

05/10/2018

 **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 56,182 unvested restricted stock units, 30,093 of which were granted on March 8, 2018 and shall vest through
(1) March 8, 2021, 15,422 of which were granted on March 8, 2017 and shall vest through March 8, 2020 and 10,667 of which were granted on March 8, 2016 shall vest through March 8, 2019.

This transaction was executed in multiple trades at prices ranging from \$84.77 to \$84.81. The price above reflects the weighted average
(2) 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.

This transaction was executed in multiple trades at prices ranging from \$85.14 to \$85.18. The price above reflects the weighted average
(3) 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 the Kyndra S. Leach Trust UAD 12/12/2012, with respect to which the reporting person's spouse is a trustee.

(5) 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.

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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