

DEXCOM INC
Form 4
January 27, 2014

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 *
Pacelli Steven Robert

(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)
01/23/2014

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)
EVP, Strategy & Corp. Dev.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/23/2014		M		14,000	A	\$ 3.19
Common Stock	01/23/2014		S		14,000 <u>(1)</u>	D	\$ 36.4864 <u>(2)</u>
					209,865	D	
					195,865 <u>(3)</u>	D	

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

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SEC 1474
(9-02)

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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)
Non-Qualified Stock Option (right to buy)	\$ 3.19	01/23/2014		M	14,000	12/11/2009 12/11/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pacelli Steven Robert 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121			EVP, Strategy & Corp. Dev.	

Signatures

By: Jess Roper For: Steven R. Pacelli
Date: 01/27/2014

**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 25, 2013, Mr. Pacelli adopted a 10b5-1 Plan. This 10b5-1 Plan allows the orderly disposition of shares owned by Mr. Pacelli. The shares set forth above were sold pursuant to the 10b5-1 Plan.
This transaction was executed in multiple trades at prices ranging from \$36.37 to \$37.15. 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) Included in this number are 119,429 unvested restricted stock units, 71,621 of which were granted on March 11, 2013 and shall vest through March 11, 2016, 35,811 of which were granted on March 8, 2012 and shall vest through March 8, 2015, and 11,997 of which were granted on March 8, 2011 and shall vest through March 8, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Senior Vice President

Senior Vice President

Reporting Owners

Senior Vice President

Executive Vice President, General Counsel and Secretary

GAMCO Asset Management Inc.

Directors:

Douglas R. Jamieson

Regina M. Pitaro

William S. Selby

Officers:

Mario J. Gabelli

Chief Executive Officer and Chief Investment Officer – Value Portfolios

Douglas R. Jamieson

David Goldman

President, Chief Operating Officer and Managing Director

General Counsel, Secretary & Chief Compliance Officer

Gabelli Funds, LLC

Officers:

Mario J. Gabelli

Chief Investment Officer – Value Portfolios

Bruce N. Alpert

Executive Vice President and Chief Operating Officer

Agnes Mullady

President and Chief Operating Officer – Open End Fund Division

David Goldman

General Counsel

Explanation of Responses:

Gabelli Foundation, Inc.

Officers:

Mario J. Gabelli

Chairman, Trustee & Chief Investment Officer

Elisa M. Wilson

Marc Gabelli

Matthew R. Gabelli

Michael Gabelli

President

Trustee

Trustee

Trustee

MJG-IV Limited Partnership

Officers:

Mario J. Gabelli

General Partner

GGCP, Inc.

Directors:

Mario J. Gabelli
Chief Executive
Officer and Chief
Investment
Officer of GGCP,
Inc.
Chairman &
Chief Executive
Officer of
GAMCO
Investors, Inc.
Executive
Chairman &
Chief Executive
Officer of
Associated
Capital Group,
Inc.
Director/Trustee
of all registered
investment
companies
advised by
Gabelli Funds,
LLC.

Marc Gabelli
President – GGCP,
Inc.

Matthew R. Gabelli
Vice President –
Trading
G.research, Inc.
One Corporate
Center
Rye, NY 10580

Michael Gabelli
President & COO
Gabelli &
Partners, LLC
One Corporate
Center
Rye, NY 10580

Frederic V. Salerno Chairman

Explanation of Responses:

Former Vice
Chairman and
Chief Financial
Officer
Verizon
Communications

Vincent S. Tese Executive
Chairman – FCB
Financial Corp

Officers:

Mario J. Gabelli Chief Executive
Officer and Chief
Investment
Officer
Marc Gabelli President
Vice President,
Silvio A. Berni Assistant
Secretary and
Controller

GGCP Holdings LLC

Members:

GGCP, Inc. Manager and
Member
Mario J. Gabelli Member

Teton Advisors, Inc.

Directors:

Stephen G. Bondi

Nicholas F. Galluccio Chairman of the Board

Vincent J. Amabile Chief Executive Officer and President

John Tesoro

Officers:

Nicholas F. Galluccio See above

Michael J. Mancuso Chief Financial Officer

Tiffany Hayden Secretary

Associated Capital Group, Inc.
Directors:

Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer of GGCP, Inc. Chairman & Chief Executive Officer of GAMCO Investors, Inc. Executive Chairman of Associated Capital Group, Inc. Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.
Richard L. Bready	Former Chairman and Chief Executive Officer Nortek, Inc. 50 Kennedy Plaza Providence, RI 02903
Marc Gabelli	President – GGCP, Inc.
Douglas R. Jamieson	President and Chief Executive Officer
Bruce Lisman	Former Chairman - JP Morgan – Global Equity Division
Daniel R. Lee	Chief Executive Officer Full House Resorts, Inc. 4670 South Ford Apache Road, Suite 190 Las Vegas, NV 89147
Salvatore F. Sodano	Vice Chairman of the Board
Frederic V. Salerno	See above
Officers:	
Mario J. Gabelli	Executive Chairman
Douglas R. Jamieson	President and Chief Executive Officer
Francis J. Conroy	Interim Chief Financial Officer
Kevin Handwerker	Executive Vice President, General Counsel and Secretary
David Fitzgerald	Assistant Secretary

Gabelli & Company Investment Advisers,
Inc.
Directors:

Explanation of Responses:

Douglas R. Jamieson

Officers:

Douglas R. Jamieson Chief Executive Officer and President

Kevin Handwerker Executive Vice President, General Counsel and Secretary

David Fitzgerald Assistant Secretary

G.research, LLC

Officers:

Cornelius V. McGinity President

Maria Gigi Controller and Financial Operations Principal

Bruce N. Alpert Vice President

Douglas R. Jamieson Secretary

Kevin Handwerker Assistant Secretary

David Fitzgerald Assistant Secretary

Josephine D. LaFauci Chief Compliance Officer

SCHEDULE II
 INFORMATION WITH RESPECT TO
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
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COMMON STOCK-TWIN DISC, INC.

GABELLI & COMPANY INVESTMENT ADVISERS, INC.

5/07/18	500-	28.2960
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GAMCO ASSET MANAGEMENT INC.

6/29/18	3,368	24.6500
6/29/18	4,000	24.7000
6/29/18	1,000-	24.6839
6/28/18	2,799	24.6500
6/27/18	1,133	24.6913
6/27/18	5,000	24.6301
6/26/18	3,068	24.9131
6/25/18	500	25.0000
6/22/18	1,000	24.9512
6/22/18	1,200	25.0430
6/21/18	700	25.2129
6/21/18	6,000	25.2125
6/20/18	938	25.2489
6/19/18	200	25.2475
6/19/18	3,100-	*DO
6/18/18	500	25.6474
6/15/18	3,793	26.0082
6/14/18	500	26.6000
6/14/18	1,207	26.1416
6/05/18	958	27.4000
6/04/18	6,042	27.3846
6/04/18	1,500	27.6199
6/04/18	2,000	27.5400
5/31/18	4,000	28.1868
5/29/18	2,900	28.8869
5/29/18	2,959	28.6000
5/25/18	4,801	28.6000
5/25/18	1,000	28.6541
5/24/18	2,240	28.0000
5/23/18	2,000	28.9500
5/15/18	1,000	28.2500
5/11/18	3,300	28.3170
5/11/18	800-	28.4353
5/11/18	400	28.4900
5/11/18	2,000	28.3366
5/07/18	400	26.2950

5/07/18	1,773	26.4500
5/04/18	583	22.2500
5/04/18	2,200-	22.6981
5/03/18	375	22.2500
5/02/18	269	21.9200
TETON ADVISORS, INC.		
6/28/18	5,800	24.7124
6/15/18	1,500	25.7945
6/14/18	1,500	25.9380
6/12/18	2,000	27.0500
6/12/18	2,000	26.5000
6/07/18	3,623	28.4453
6/06/18	1,931	28.4350
5/21/18	2,000	29.2630
5/16/18	3,000	28.6803
5/11/18	10,000	28.2985
5/10/18	1,000	27.4270
5/09/18	1,101	28.2271
5/07/18	3,900	26.4243
GABELLI FUNDS, LLC.		
GABELLI SMALL CAP GROWTH FUND		
5/30/18	1,586	28.8353
5/29/18	3,414	28.8738
GABELLI GO ANYWHERE TRUST		
6/05/18	1,000	27.8500

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NASDAQ.

(2) PRICE EXCLUDES COMMISSION.

(*) RESULTS IN CHANGE OF DISPOSITIVE POWER AND BENEFICIAL OWNERSHIP.