

DEXCOM INC  
Form 4  
February 26, 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)  
02/24/2014

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                    | 02/24/2014                           |  | M                              |   | 3,000 A \$ 7.25   | 198,865  | D   |
| Common Stock                    | 02/24/2014                           |  | S                              |   | 3,000 (1) D \$ 44.603 (2)   | 195,865 (3)  | D   |
| Common Stock                    | 02/24/2014                           |  | M                              |   | 11,000 A \$ 3.19  | 206,865  | D   |
| Common Stock                    | 02/24/2014                           |  | S                              |   | 11,000 (1) D \$ 44.603 (2)  | 195,865 (3)  | D   |
| Common Stock                    | 02/25/2014                           |  | M                              |   | 19,368 A \$ 20.65   | 215,233  | D   |

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|        |            |   |        |   |            |                        |   |
|--------|------------|---|--------|---|------------|------------------------|---|
| Common |            |   |        |   | \$         |                        |   |
| Stock  | 02/25/2014 | S | 19,368 | D | 45.1608    | 195,865 <sup>(3)</sup> | D |
|        |            |   |        |   | <u>(4)</u> |                        |   |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--------------------|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date |  |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 20.65   | 02/25/2014                              |   | M                                    | 19,368   | 04/17/2007   | 04/17/2016         | Common<br>Stock  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 3.19  | 02/24/2014                              |   | M                                    | 11,000   | 12/11/2009   | 12/11/2018         | Common<br>Stock  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 7.25  | 02/24/2014                              |   | M                                    | 3,000  | 03/09/2008   | 03/09/2017         | Common<br>Stock  |

## Reporting Owners

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

## Signatures

By: Jess Roper For: Steven R. Pacelli      02/26/2014

                    \*\*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.

(2) This transaction was executed in multiple trades at prices ranging from \$43.25 to \$44.97. 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.

(4) This transaction was executed in multiple trades at prices ranging from \$44.95 to \$45.37. 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.

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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