

DEXCOM INC

Form 4

September 13, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOY JEFFREY

(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)
09/09/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	09/09/2016		J	Amount (1) 8,333 (A) or (D) D	Price \$ 95.8	68,000 (2)	D
Common Stock	09/09/2016		J	Amount (1) 6,666 (A) or (D) D	\$ 95.8	61,334 (2)	D
Common Stock	09/09/2016		J	Amount (1) 8,333 (A) or (D) A	\$ 95.8	52,181	I by Trust (3)
Common Stock	09/09/2016		J	Amount (1) 6,666 (A) or (D) A	\$ 65.8	58,847	I by Trust (3)
Common Stock	09/09/2016		D	Amount (4) 4,445 (A) or (D) D	\$ 93.7226	54,402	I by Trust (3)

Common Stock	09/09/2016	D	3,556 (4)	D	\$ 93,7229	50,846	I	by Trust (3)
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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOY JEFFREY 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121			SVP, Operations	

Signatures

By: Kevin Sun For: Jeffrey
C. Moy 09/13/2016

**Signature of Reporting Person

Date _____

Explanation of Responses:

- | | |
|-----|--|
| * | If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v). |
| ** | Intentional misstatements or omissions of facts constitute Federal Criminal Violations. <i>See</i> 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). |
| (1) | Shares were transferred from direct ownership to ownership under the Moy Family Trust upon vesting of previously awarded restricted stock units. |
| (2) | Included in this number are 61,334 unvested restricted stock units, 33,000 of which were granted on March 8, 2016 and shall vest through March 8, 2019, 20,000 of which were granted on March 8, 2015 and shall vest through March 8, 2018 and 8,334 of which were granted on March 8, 2014 and shall vest through March 08, 2017. |

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- (3) Shares are held by the Moy Family Trust U/A/D 12/09/2013, with respect to which the reporting person is a trustee.
- (4) These shares were sold to cover the Company's tax withholding obligation that accrued in connection with the vesting of restricted stock units previously granted.

Remarks:

CONFIRMING STATEMENT: This Statement confirms that the undersigned Jeffrey Moy, has authorized and designated Ste

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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