

DEXCOM INC  
Form 4  
January 28, 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 \*  
Balo Andrew K

(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)  
01/26/2015

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, Clinical, Regulatory &

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	01/26/2015		M		5,000 A \$ 9.8	D	
Common Stock	01/26/2015		S		5,000 (1) D \$ 59.2453 (2)	D	
Common Stock	01/26/2015		M		1 A \$ 3.19	D	
Common Stock	01/26/2015		S		1 (1) D \$ 59.2453 (2)	D	
	01/26/2015		M		10,000 A \$ 7.63	D	

Common  
Stock

Common Stock      01/26/2015      S      10,000<sup>(1)</sup>      D      \$ 59.2453<sup>(2)</sup>      150,130 <sup>(3)</sup>      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	Am or Num of S
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title	
Incentive Stock Option (right to buy)	\$ 3.19	01/26/2015		M	1	12/11/2009      12/11/2018	Common Stock	
Incentive Stock Option (right to buy)	\$ 9.8	01/26/2015		M	5,000	03/12/2011      03/12/2020	Common Stock	5,
Non-Qualified Stock Option (right to buy)	\$ 7.63	01/26/2015		M	10,000	05/19/2009      05/19/2018	Common Stock	10

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Balo Andrew K 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121			EVP, Clinical, Regulatory &	

## Signatures

By: Jess Roper For: Andrew  
K. Balo

01/28/2015

\_\_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) On November 24, 2014, Mr. Balo adopted a 10b5-1 Plan. This 10b5-1 Plan allows the orderly disposition of shares owned by Mr. Balo. The shares set forth above were sold pursuant to the 10b5-1 Plan.
- This transaction was executed in multiple trades at prices ranging from \$58.815 to \$59.55. 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.
- (2) Included in this number are 83,959 unvested restricted stock units, 50,000 of which were granted on March 8, 2014 and shall vest through March 8, 2017, 25,000 of which were granted on March 11, 2013 and shall vest through March 11, 2016, and 8,959 of which were granted on March 8, 2012 and shall vest through March 8, 2015.
- (3)

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.