

DEXCOM INC
Form 4
July 03, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
SKYLER JAY S

2. Issuer Name and Ticker or Trading Symbol
DEXCOM INC [DXCM]

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)
6340 SEQUENCE DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2014

(Check all applicable)

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

SAN DIEGO, CA 92121

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	07/01/2014		S		17,800 (1)	\$ 40.0163 (2)	128,084	I	by Partnership (3)
Common Stock	07/02/2014		S		12,200 (1)	\$ 40.0914 (4)	115,884	I	by Partnership (3)
Common Stock							6,887	D	
Common Stock							10,000	I	by Daughter (5)
Common							10,000	I	by Spouse

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Shares are held by Skyler Bach Family Limited Partnership, LLP, with respect to which the reporting person is a managing partner of the partnership and maintains voting rights of these shares.

- This transaction was executed in multiple trades at prices ranging from \$40.00 to \$40.18. The price above reflects the weighted average
- (4) 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.
 - (5) Shares are held by Jennifer Skyler Living Trust, with respect to which the Reporting Person is a trustee.
 - (6) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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.