

Leach Jacob Steven
Form 4
May 10, 2018

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 *
Leach Jacob Steven

(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)
05/08/2018

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, Research & Development

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	05/08/2018		M	1,923 A	\$ 3.19 100,801	D	
Common Stock	05/08/2018		S	1,923 D	\$ 84.9536 98,878 ⁽¹⁾	D	
Common Stock	05/09/2018		M	8,542 A	\$ 9.78 107,420	D	
Common Stock	05/09/2018		S	8,542 D	\$ 84.7716 98,878 ⁽¹⁾ ⁽²⁾	D	
Common Stock	05/09/2018		M	203 A	\$ 7.27 99,081	D	

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Common Stock	05/09/2018	S	203	D	\$ 84.7716 (2)	98,878 (1)	D	
Common Stock	05/08/2018	S	2,500	D	\$ 85.1495 (3)	47,600	I	by Spouse (4)
Common Stock						12,000	I	Family Holdings (5)

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 (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 3.19	05/08/2018		M		1,923		12/11/2009	12/11/2018	Common Stock	1,923
Non-Qualified Stock Option (right to buy)	\$ 7.27	05/09/2018		M		203		11/20/2010	11/20/2019	Common Stock	203
Non-Qualified Stock Option (right to buy)	\$ 9.78	05/09/2018		M		8,542		02/18/2011	02/18/2020	Common Stock	8,542

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	SVP, Research & Development

Leach Jacob Steven
6340 SEQUENCE DRIVE
SAN DIEGO, CA 92121

Signatures

By: Kevin Sun For: Jacob S.
Leach

05/10/2018

__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).

Included in this number are 56,182 unvested restricted stock units, 30,093 of which were granted on March 8, 2018 and shall vest through March 8, 2021, 15,422 of which were granted on March 8, 2017 and shall vest through March 8, 2020 and 10,667 of which were granted on March 8, 2016 shall vest through March 8, 2019.

(1) This transaction was executed in multiple trades at prices ranging from \$84.77 to \$84.81. 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) This transaction was executed in multiple trades at prices ranging from \$85.14 to \$85.18. 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) Shares are held by the Kyndra S. Leach Trust UAD 12/12/2012, with respect to which the reporting person's spouse is a trustee.

(4) Shares are held by the Gregg Family Grandchildren's Trust UAD 12/30/2010, with respect to which the reporting person's spouse is a trustee.

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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