MOY JEFFREY
Form 4
March 13, 2019

FORM 4

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

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

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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).

(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)
03/12/2019

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/12/2019		J	V	5,500 (1)	D	$ 0	53,110 (2)	D	
Common Stock	03/12/2019		J	V	3,647 (1)	D	$ 0	49,463 (2)	D	
Common Stock	03/12/2019		J	V	10,031 (1)	D	$ 0	39,432 (2)	D	
Common Stock	03/12/2019		J	V	5,500 (1)	A	$ 0	22,211 (3)	I	by Trust (3)
Common Stock	03/12/2019		J	V	3,647 (1)	A	$ 0	25,858 (3)	I	by Trust (3)

Common Stock	03/12/2019		J	V	10,031 (1)	A	$ 0	35,889 (3)	I	by Trust (3)
Common Stock	03/12/2019		S		1,936 (4)	D	$ 142.7922	33,953 (3)	I	by Trust (3)
Common Stock	03/12/2019		S		5,001 (4)	D	$ 142.7922	28,952 (3)	I	by Trust (3)
Common Stock	03/12/2019		S		1,594 (4)	D	$ 142.7922	27,358 (3)	I	by Trust (3)

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

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount 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: Timothy O'Brien For: Jeffrey Moy	03/13/2019
**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) 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 39,070 unvested restricted stock units, 11,714 of which were granted on March 8, 2019 and shall vest through March 8, 2022, 20,062 of which were granted on March 8, 2018 and shall vest through March 8, 2021 and 7,294 of which were granted on March 8, 2017 and shall vest through March 8, 2020.

(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) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of RSUs. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.

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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