

Pacelli Steven Robert  
 Form 4  
 September 26, 2018

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 Pacelli Steven Robert

(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)  
 09/24/2018

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, Strategy & Corp. Dev.

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                    | 09/24/2018                           |  | S                              | 150 <sup>(1)</sup> D <sub>(2)</sub> \$ 138.69                     | 116,824 <sup>(3)</sup>  | D  |   |
| Common Stock                    | 09/24/2018                           |  | S                              | 300 <sup>(1)</sup> D <sub>(4)</sub> \$ 140.24                     | 116,524 <sup>(3)</sup>  | D  |   |
| Common Stock                    | 09/24/2018                           |  | S                              | 1,640 <sup>(1)</sup> D <sub>(5)</sub> \$ 141.0722                 | 114,884 <sup>(3)</sup>  | D  |   |
| Common Stock                    | 09/24/2018                           |  | S                              | 984 <sup>(1)</sup> D <sub>(6)</sub> \$ 142.1713                   | 113,900 <sup>(3)</sup>  | D  |   |
|                                 | 09/24/2018                           |  | S                              | 40 <sup>(1)</sup> D   | 113,860 <sup>(3)</sup>  | D  |   |



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- Included in this number are 58,591 unvested restricted stock units, 38,502 of which were granted on March 8, 2018 and shall vest through March 8, 2021, 13,755 of which were granted on March 8, 2017 and shall vest through March 8, 2020, and 6,334 of which were granted on March 8, 2016 and shall vest through March 8, 2019.

- (3) This transaction was executed in multiple trades at prices ranging from \$139.70 to \$140.55. 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.

- (4) This transaction was executed in multiple trades at prices ranging from \$140.71 to \$141.66. 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.

- (5) This transaction was executed in multiple trades at prices ranging from \$141.74 to \$142.67. 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.

- (6) This transaction was executed in multiple trades at prices ranging from \$142.74 to \$142.79. 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.

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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