

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2022-03-10** | Period of Report: **2022-03-08**

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REPORTING OWNER

Sylvain Jereme M

CIK: **1681267**

Type: **4** | Act: **34** | File No.: **000-51222** | Film No.: **22730711**

Mailing Address

6340 SEQUENCE DRIVE
SAN DIEGO X1 92121

ISSUER

DEXCOM INC

CIK: **1093557** | IRS No.: **330857544** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3841** Surgical & medical instruments & apparatus

Mailing Address

6340 SEQUENCE DRIVE
SAN DIEGO CA 92121

Business Address

6340 SEQUENCE DRIVE
SAN DIEGO CA 92121
8582000200

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Sylvain Jerome M			2. Issuer Name and Ticker or Trading Symbol DEXCOM INC [DXCM]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner ☒ Officer (give title below) _____ Other (specify below) EVP, Chief Financial Officer	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2022			
6340 SEQUENCE DRIVE						
(Street)			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	
SAN DIEGO, CA 92121						
(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	03/08/2022		<u>A</u>		5,297 ⁽¹⁾	A	\$0.001	19,959 ⁽²⁾	D	
Common Stock	03/09/2022		<u>D</u>		491 ⁽³⁾	D	\$406.0567	19,468 ⁽²⁾	D	
Common Stock	03/09/2022		<u>D</u>		844 ⁽³⁾	D	\$406.0567	18,624 ⁽²⁾	D	
Common Stock	03/09/2022		<u>D</u>		424 ⁽³⁾	D	\$406.0567	18,200 ⁽²⁾	D	
Common Stock	03/09/2022		<u>D</u>		192 ⁽³⁾	D	\$406.0567	18,008 ⁽²⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
						(A) (D)			Title	Amount or Number of Shares			

Explanation of Responses:

1. Represents a grant of restricted stock units that are exempt from Section 16 b-3 and are subject to vesting in three equal annual installments from the date of grant. Share units represent a contingent right to receive one share of DexCom, Inc. Common Stock.
2. Included in this number are 13,583 unvested restricted stock units, 5,297 of which were granted on March 8, 2022 and shall vest through March 8, 2025, 2,925 of which were granted on December 15, 2021 and shall vest through December 15, 2024, 3,534 of which were granted on March 8, 2021 and shall vest through March 8, 2024, 1,827 of which were granted on March 8, 2020 and shall vest through March 8, 2023.
3. 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.

SignaturesJereme Sylvain

** Signature of Reporting Person

03/10/2022

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.