

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2023-12-19** | Period of Report: **2023-12-18**

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REPORTING OWNER

Sylvain Jereme M

CIK: **1681267**

Type: **4** | Act: **34** | File No.: **000-51222** | Film No.: **231497879**

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) 6340 SEQUENCE DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 12/18/2023	
(Street) 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	12/18/2023		<u>D</u>		2,932 ⁽¹⁾	D	\$121.8489	70,068 ⁽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 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.

2. Included in this number are 48,809 unvested restricted stock units, 21,769 of which were granted on March 8, 2023 and shall vest through March 8, 2026, 14,124 of which were granted on March 8, 2022 and shall vest through March 8, 2025, 5,848 of which were granted on December 15, 2021 and shall vest through December 15, 2024, 7,068 of which were granted on March 8, 2021 and shall vest through March 8, 2024.

Signatures

Jereme Sylvain

** Signature of Reporting Person

12/19/2023

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.