

JOHNSON LAURA
Form 3
September 29, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>JOHNSON LAURA</p> <p>(Last) (First) (Middle)</p> <p>C/O DEXCOM, INC., 6340 SEQUENCE DRIVE</p> <p>(Street)</p> <p>SAN DIEGO, CA 92121</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/25/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>DEXCOM INC [DXCM]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) V.P., Intellectual Property</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,875 ⁽¹⁾	D	^

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Incentive Stock Option (Right to Buy)	Â (2)	07/28/2013	Common Stock	8,500	\$ 0.5	D	Â
Incentive Stock Option (Right to Buy)	Â (2)	02/10/2014	Common Stock	5,250	\$ 0.5	D	Â
Incentive Stock Option (Right to Buy)	Â (2)	12/24/2014	Common Stock	6,750	\$ 2.4	D	Â
Incentive Stock Option (Right to Buy)	Â (2)	09/23/2015	Common Stock	5,500	\$ 12.28	D	Â
Incentive Stock Option (Right to Buy)	Â (2)	03/09/2017	Common Stock	5,625	\$ 7.25	D	Â
Incentive Stock Option (Right to Buy)	Â (2)	11/02/2017	Common Stock	7,500	\$ 8.94	D	Â
Incentive Stock Option (Right to Buy)	Â (2)	05/19/2018	Common Stock	7,500	\$ 7.63	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON LAURA C/O DEXCOM, INC. 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121	Â	Â	Â V.P., Intellectual Property	Â

Signatures

/s/ John Lister as Attorney-In-Fact for Laura Johnson 09/29/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 1,407 shares are restricted and vest 25% per year from the date of grant of March 9, 2007.
The option vests and becomes exercisable with respect to 1/4th of the shares one year after the date of grant, and thereafter continues to vest and become exercisable as to 1/48th of the shares each month thereafter (with the shares fully vested on the 4th anniversary of the date of grant).

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Remarks:

CONFIRMING STATEMENT

This Statement confirms that the undersigned, Laura Johnson, has authorized and designated John Lister as Attorney-In-Fact for Laura Johnson.

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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