

LISTER JOHN
Form 3
May 22, 2009

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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LISTER JOHN | | (Month/Day/Year) | DEXCOM INC [DXCM] | |
| (Last) | (First) | 05/19/2009 | | |
| C/O DEXCOM, INC.,Â 6340 SEQUENCE DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SAN DIEGO,Â CAÂ 92121 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP, Legal Affairs | |

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 | 1,500 | D | Â |

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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---|------------------|-----------------|-----------------------------|----------------------------|
| Incentive Stock Option (Right to Buy) | 01/13/2018 | 01/13/2018 | Common Stock 50,000 \$ 8.85 | D |
| Non-Qualified Stock Option (Right to Buy) | 05/18/2018 | 05/18/2018 | Common Stock 7,500 \$ 7.63 | D |
| Non-Qualified Stock Option (Right to Buy) | 12/10/2018 | 12/10/2018 | Common Stock 12,500 \$ 3.19 | D |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LISTER JOHN C/O DEXCOM, INC. 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121 | | | VP, Legal Affairs | |

Signatures

/s/ John Lister 05/22/2009
 **Signature of Date
 Reporting Person

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) 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.

Remarks:
 CONFIRMING STATEMENT
 This Statement confirms that the undersigned, John Lister, has authorized and designated Jess Roper
 Date: May 20, 2008
 /s/ JOHN LISTER
 John Lister

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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