

GREGG TERRANCE H

Form 4

March 17, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GREGG TERRANCE H

(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)  
03/13/2009

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)

President and CEO

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	03/13/2009		P		39,902	A	\$ 4.01	432,915 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>
Common Stock	03/13/2009		P		300	A	\$ 4.02	433,215 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>
Common Stock	03/13/2009		P		100	A	\$ 4.04	433,315 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>
Common Stock	03/13/2009		P		100	A	\$ 4.1	433,415 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>
Common Stock	03/13/2009		P		100	A	\$ 4.11	433,515 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>

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Common Stock	03/13/2009	P	500	A	\$ 4.14	434,015 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>
Common Stock	03/13/2009	P	900	A	\$ 4.15	434,915 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>
Common Stock	03/13/2009	P	2,700	A	\$ 4.16	437,615 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>
Common Stock	03/13/2009	P	1,300	A	\$ 4.17	438,915 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>
Common Stock	03/13/2009	P	300	A	\$ 4.18	439,215 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>
Common Stock	03/13/2009	P	100	A	\$ 4.19	439,315 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>
Common Stock	03/13/2009	P	700	A	\$ 4.2	440,015 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>
Common Stock	03/13/2009	P	467	A	\$ 4.22	440,482 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>
Common Stock	03/13/2009	P	1,500	A	\$ 4.23	441,982 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>
Common Stock	03/13/2009	P	1,031	A	\$ 4.25	443,013 <sup>(1)</sup>	I	by Trust <sup>(2)</sup>
Common Stock						30,000	D	
Common Stock						11,461	I	by IRA

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREGG TERRANCE H 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121	X		President and CEO	

## Signatures

Terrance H. Gregg	03/17/2009
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**Signature of Reporting Person	Date
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## Explanation of Responses:

- \* 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).
- (1) Included in this number are 92,213 shares restricted and subject to repurchase by DexCom, provided that DexCom's right to repurchase lapses with respect to 1/30th of the shares each month beginning one month following the grant date of January 2, 2008.
- (2) Shares are held by the Gregg Family Trust U/A/D 12/23/1998, with respect to which the reporting person is a trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.