Pacelli Steven Robert Form 4 September 12, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue.

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(b).

(C:t-)

(Print or Type Responses)

(Ctota)

(7:n)

1. Name and Address of Reporting Person ** Pacelli Steven Robert			2. Issuer Name and Ticker or Trading Symbol DEXCOM INC [DXCM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	()			
6340 SEQUENCE DRIVE		E	(Month/Day/Year) 09/10/2012	Director 10% OwnerX Officer (give title Other (specify below) EVP, Strategy & Corp. Dev.			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN DIEGO, CA 92121			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Securities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction Disposed of (D)		Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				(A)	Reported	(I)	
				or	Transaction(s)	(Instr. 4)	
			Code V	Amount (D) Price	(Instr. 3 and 4)		
Common Stock	09/10/2012		D	$\begin{array}{ccc} 6,417 & D & \$ \\ \frac{(1)}{} & D & 13.6766 \end{array}$	166,052 (2)	D	

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								0			
						Date	Expiration		l Jumber		
						Exercisable	Date	0			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Pacelli Steven Robert 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121

EVP, Strategy & Corp. Dev.

Signatures

By: Jess Roper For: Steven R. 09/12/2012 Pacelli

**Signature of Reporting Person Date

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).
- These shares were sold to cover the Company's tax withholding obligation that accrued in connection with the vesting of restricted stock **(1)** units previously granted.
- Included in this number are 118,028 unvested restricted stock units, 10,417 of which were granted on March 8, 2011 and shall vest (2) through June 8, 2013, 35,990 of which were granted on March 8, 2011 and shall vest through March 8, 2014, and 71,621 of which were granted on March 8, 2012 and shall vest through March 8, 2015.

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.

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