

YANG RICHARD
Form 3
September 29, 2008

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

YANG RICHARD
(Last) (First) (Middle)

C/O DEXCOM, INC., 6340 SEQUENCE DRIVE

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
09/25/2008

3. Issuer Name and Ticker or Trading Symbol
DEXCOM INC [DXCM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
V.P., Strategic Affairs

5. 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

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)

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

SEC 1473 (7-02)

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 control number.

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 5)

Incentive Stock Option (Right to Buy)	Â <u>(1)</u>	10/16/2017	Common Stock	44,353	\$ 8.84	D	Â
Non-Qualified Stock Option (Right to Buy)	Â <u>(1)</u>	10/16/2017	Common Stock	5,647	\$ 8.84	D	Â
Incentive Stock Option (Right to Buy)	Â <u>(1)</u>	05/19/2018	Common Stock	1,819	\$ 7.63	D	Â
Non-Qualified Stock Option (Right to Buy)	Â <u>(1)</u>	05/19/2018	Common Stock	5,681	\$ 7.63	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YANG RICHARD C/O DEXCOM, INC. 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121	Â	Â	Â V.P., Strategic Affairs	Â

Signatures

/s/ John Lister as Attorney-In-Fact for Richard Yang 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) 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).

Â

Remarks:

CONFIRMINGÂ STATEMENT

ThisÂ StatementÂ confirmsÂ thatÂ theÂ undersigned,Â RichardÂ Yang,Â hasÂ authorizedÂ andÂ designatedÂ JohnÂ Lister

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.