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DEXCOM INC

Reported by

GREGG TERRANCE H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/07/12 for the Period Ending 05/03/12

Address	6340 SEQUENCE DRIVE SAN DIEGO, CA 92121
Telephone	8582000200
CIK	0001093557
Symbol	DXCM
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Medical Equipment & Supplies
Sector	Healthcare
Fiscal Year	12/31

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FORM 4

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

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

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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
GREGG TERRANCE H (Last) (First) (Middle)	**DEXCOM INC [DXCM]**	__ **X** __ Director _____ 10% Owner
6340 SEQUENCE DRIVE (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **5/3/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **CEO**
SAN DIEGO, CA 92121 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**5/3/2012**		**S**		**5000** (1)	**D**	**$9.9488** (2)	**979889** (3)	**I**	**by Trust** (4)
Common Stock								**30000**	**D**	
Common Stock								**11461**	**I**	**by IRA**

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) On November 21, 2011, Mr. Gregg adopted a 10b5-1 Plan. Under the 10b5-1 Plan, Mr. Gregg will sell a limited number of shares to cover the tax liability that accrues upon monthly vesting of restricted stock units previously granted to Mr. Gregg. The shares set forth above were sold pursuant to the 10b5-1 Plan.

(2) This transaction was executed in multiple trades at prices ranging from $9.785 to $10.040. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(3) Included in this number are 146,250 restricted stock units subject to vesting with respect to 1/36 of the units each month beginning one month following the grant date of March 12, 2010. Also included in this number are 182,813 restricted stock units subject to vesting with respect to 1/36 of the units each month beginning one month following the grant date of March 8, 2011. Also included in this number are 182,813 restricted stock units subject to vesting with respect to 1/36 of the units each month beginning one month following the grant date of March 8, 2012.

(4) Shares are held by the Gregg Family Trust U/A/D 12/23/1998, with respect to which the reporting person is a trustee.

Reporting Owners

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

Signatures

By: Jess Roper For: Terrance H. Gregg **5/7/2012**

** Signature of Reporting Person Date

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

***** 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).

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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