

GREGG TERRANCE H
Form 4/A
November 24, 2008

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

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(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)
11/19/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/20/2008

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	11/19/2008		P		21,600	A \$ 2.04 <u>(1)</u>	143,813 <u>(2)</u>	I	by Trust <u>(3)</u>
Common Stock	11/19/2008		P		700	A \$ 1.99 <u>(1)</u>	144,513	I	by Trust <u>(3)</u>
Common Stock	11/19/2008		P		200	A \$ 1.86 <u>(1)</u>	144,713	I	by Trust <u>(3)</u>
Common Stock	11/19/2008		P		9,300	A \$ 1.9 <u>(1)</u>	154,013	I	by Trust <u>(3)</u>

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Common Stock	11/19/2008	P	7,600	A	\$ 1.93 (1)	161,613	I	by Trust ⁽³⁾
Common Stock	11/19/2008	P	200	A	\$ 1.87 (1)	161,813	I	by Trust ⁽³⁾
Common Stock	11/19/2008	P	400	A	\$ 1.95 (1)	162,213	I	by Trust ⁽³⁾
Common Stock	11/19/2008	P	0	A	\$ 1.89 (1)	162,213	I	by Trust ⁽³⁾

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

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(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 Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

11/24/2008

 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).
- (1) Reflects updated purchase prices on shares acquired per Form 4 filed November 20, 2008. The number of shares acquired remain unchanged.
- (2) 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.
- (3) 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.
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