

JOHNSON LAURA

Form 3

September 29, 2008

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 *

JOHNSON LAURA

(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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

V.P., Intellectual Property

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)

Common Stock

1,875 ⁽¹⁾

D

A

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

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Incentive Stock Option (Right to Buy)	Â (2)	07/28/2013	Common Stock	8,500	\$ 0.5	D	Â
Incentive Stock Option (Right to Buy)	Â (2)	02/10/2014	Common Stock	5,250	\$ 0.5	D	Â
Incentive Stock Option (Right to Buy)	Â (2)	12/24/2014	Common Stock	6,750	\$ 2.4	D	Â
Incentive Stock Option (Right to Buy)	Â (2)	09/23/2015	Common Stock	5,500	\$ 12.28	D	Â
Incentive Stock Option (Right to Buy)	Â (2)	03/09/2017	Common Stock	5,625	\$ 7.25	D	Â
Incentive Stock Option (Right to Buy)	Â (2)	11/02/2017	Common Stock	7,500	\$ 8.94	D	Â
Incentive Stock Option (Right to Buy)	Â (2)	05/19/2018	Common Stock	7,500	\$ 7.63	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON LAURA C/O DEXCOM, INC. 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121	Â	Â	Â V.P., Intellectual Property	Â

Signatures

/s/ John Lister as Attorney-In-Fact for Laura Johnson 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) 1,407 shares are restricted and vest 25% per year from the date of grant of March 9, 2007.
- (2) 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:

CONFIRMING STATEMENT

This Statement confirms that the undersigned, Laura Johnson, has authorized and designated John Lister as Attorney-In-Fact for Laura Johnson.

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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