DEXCOM INC Form 4 March 17, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person * LUCAS DONALD L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

DEXCOM INC [DXCM]

(First) (Middle) (Last)

(Street)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 03/14/2008

Filed(Month/Day/Year)

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

(Check all applicable)

6340 SEQUENCE DRIVE

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

SAN DIEGO, CA 92121

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

	Tuble 1 11011 2 0111 unit o Securitor 1104 unit on or 2 0110110 unit of 11011									
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit on(A) or Dis		•	5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)	•	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)			Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	03/14/2008		P	10,000	A	\$ 4.975	79,076	I	by Trust	
Common Stock.	03/14/2008		P	15,000	A	\$ 4.96	344,916	I	by Trust	
Common Stock.	03/14/2008		P	10,000	A	\$ 4.8	354,916	I	by Trust	

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

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SEC 1474 (9-02)

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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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LUCAS DONALD L							
6340 SEQUENCE DRIVE	X						
SAN DIEGO, CA 92121							

Signatures

By: Jess Roper For: Donald L. 03/17/2008 Lucas

**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) Shares are held by Donald L. Lucas Profit Sharing Trust, with respect to which the reporting person is a trustee.
- Shares are held by Donald L. Lucas, TTEE, Donald L. Lucas & Lygia S. Lucas Trust, dated 12/03/84, 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. 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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