

GRAHAM CLAUDIA
Form 4
November 24, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAHAM CLAUDIA

(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)
11/20/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Marketing

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/20/2008		P	5,500 A \$ 1.65	5,741 ⁽¹⁾	I	by Trust ⁽²⁾
Common Stock	11/20/2008		P	100 A \$ 1.67	5,841	I	by Trust ⁽²⁾
Common Stock	11/20/2008		P	400 A \$ 1.68	6,241	I	by Trust ⁽²⁾
Common Stock	11/20/2008		P	200 A \$ 1.69	6,441	I	by Trust ⁽²⁾
Common Stock	11/20/2008		P	100 A \$ 1.7	6,541	I	by Trust ⁽²⁾

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Common Stock	11/20/2008	P	500	A	\$ 1.71	7,041	I	by Trust ⁽²⁾
Common Stock	11/20/2008	P	300	A	\$ 1.72	7,341	I	by Trust ⁽²⁾
Common Stock	11/20/2008	P	1,900	A	\$ 1.73	9,241	I	by Trust ⁽²⁾
Common Stock	11/21/2008	P	1,600	A	\$ 1.49	10,841	I	by Trust ⁽²⁾
Common Stock	11/21/2008	P	2,000	A	\$ 1.5	12,841	I	by Trust ⁽²⁾
Common Stock	11/21/2008	P	400	A	\$ 1.51	13,241	I	by Trust ⁽²⁾
Common Stock	11/21/2008	P	1,900	A	\$ 1.52	15,141	I	by Trust ⁽²⁾
Common Stock	11/21/2008	P	1,100	A	\$ 1.54	16,241	I	by Trust ⁽²⁾

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

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.

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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. 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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				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

GRAHAM CLAUDIA
6340 SEQUENCE DRIVE
SAN DIEGO, CA 92121

VP Marketing

Signatures

Claudia Graham 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) Included in this amount are 241 shares that were inadvertently classified as direct holdings on the Form 3 file September 2, 2008.
 - (2) Shares are held by the Claudia Graham Trust U/A/D 11/10/2006, 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.