

LISTER JOHN
Form 3
May 22, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Â LISTER JOHN

(Last) (First) (Middle)

C/O DEXCOM, INC.,Â 6340
SEQUENCE DRIVE

(Street)

SAN DIEGO,Â CAÂ 92121

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/19/2009

3. Issuer Name **and** Ticker or Trading Symbol
DEXCOM INC [DXCM]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
VP, Legal Affairs

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 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

1,500

D Â

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 Security

5. 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 (1)	01/13/2018	Common Stock	50,000	\$ 8.85	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (1)	05/18/2018	Common Stock	7,500	\$ 7.63	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (1)	12/10/2018	Common Stock	12,500	\$ 3.19	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LISTER JOHN C/O DEXCOM, INC. 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121	Â	Â	Â VP, Legal Affairs	Â

Signatures

/s/ John Lister 05/22/2009

**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) 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.

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Remarks:

CONFIRMINGÂ STATEMENT

ThisÂ StatementÂ confirmsÂ thatÂ theÂ undersigned,Â JohnÂ Lister,Â hasÂ authorizedÂ andÂ designatedÂ JessÂ RoperÂ

Date:Â Â MayÂ 20,Â 2008

/s/Â JOHNÂ LISTER

JohnÂ Lister

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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