DEXCOM INC Form 4 March 13, 2007

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

2005

Check this box if no longer subject to Section 16. Form 4 or , D.C. 20549 Number: January 31,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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).

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person **
KELLOGG RODNEY L

(First)

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

DEVCO

Execution Date, if

(Month/Day/Year)

(Middle)

DEXCOM INC [DXCM]

(Check all applicable)

C/O DEXCOM, INC., 5555

3. Date of Earliest Transaction

(Month/Day/Year) 03/09/2007

____ Director _____ 10% Owner ____ X_ Officer (give title _____ Other (specify

below)

OBERLIN DRIVE

4. If Amendment, Date Original

Vice President of Sales
6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Instr. 8)

Applicable Line)

X 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

below)

SAN DIEGO, CA 92121

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)

5. Amount of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership Following (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

Code V Amount (D) Price (Instr. 3 and 4)

(Instr. 3, 4 and 5)

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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amour Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securit** Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Incentive Stock Option (right to buy)	\$ 7.25	03/09/2007		A	4,883	<u>(1)</u>	03/09/2017	Common Stock	4,8
Non-Qualified Stock Option (right to buy)	\$ 7.25	03/09/2007		A	50,117	<u>(1)</u>	03/09/2017	Common Stock	50,1

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		

KELLOGG RODNEY L C/O DEXCOM, INC. 5555 OBERLIN DRIVE SAN DIEGO, CA 92121

Vice President of Sales

Signatures

Reporting Person

/s/ Rodney L.

Kellogg

**Signature of 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).
- 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).
- (2) Not applicable.

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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