

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SKYLER JAY S</u>  (Last) (First) (Middle) 6340 SEQUENCE DRIVE  (Street) SAN DIEGO CA 92121  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DEXCOM INC [ DXCM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/21/2020		J	V	2,729 <sup>(1)</sup>	D	\$0.0	0	D	
Common Stock	05/22/2020		A		822 <sup>(2)</sup>	A	\$0.001	822 <sup>(3)</sup>	D	
Common Stock	05/21/2020		J	V	2,729 <sup>(1)</sup>	A	\$0.0	33,146	I	by Partnership <sup>(4)</sup>
Common Stock								10,000	I	by Spouse <sup>(5)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Shares were transferred from direct ownership to ownership under the Skyler Bach Family Limited Partnership, LLP, upon vesting of previously awarded restricted stock units.
- The RSU Award was granted on May 22, 2020 and 100% of the RSU will vest on the earlier of the one year anniversary of the grant date or the date of DexCom Inc's 2021 Annual Meeting. Each share is represented by a restricted stock unit (RSU) that represents a contingent right to receive one share of DexCom, Inc. Common Stock upon settlement.
- Represents 822 restricted stock units which were granted on May 22, 2020 and will vest on the earlier of the one year anniversary of the grant date or the date of DexCom Inc's 2020 Annual Meeting.
- Shares are held by Skyler Bach Family Limited Partnership, LLP, with respect to which the reporting person is a managing partner of the partnership and maintains voting rights of these shares.
- The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

By: Jereme Sylvain For: Jay S. Skyler 05/27/2020

\*\* Signature of Reporting Person Date

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

\* 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).

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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