

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>SAYER KEVIN R</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, CEO and Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/08/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/08/2020		A		25,453 <sup>(1)</sup>	A	\$0.001	216,390 <sup>(2)</sup>	D	
Common Stock	03/09/2020		S		254 <sup>(3)</sup>	D	\$261.6299 <sup>(4)</sup>	216,136 <sup>(2)</sup>	D	
Common Stock	03/09/2020		S		250 <sup>(3)</sup>	D	\$262	215,886 <sup>(2)</sup>	D	
Common Stock	03/09/2020		S		250 <sup>(3)</sup>	D	\$263.15	215,636 <sup>(2)</sup>	D	
Common Stock	03/09/2020		S		150 <sup>(3)</sup>	D	\$264.7167 <sup>(5)</sup>	215,486 <sup>(2)</sup>	D	
Common Stock	03/09/2020		S		1,152 <sup>(3)</sup>	D	\$267.2062 <sup>(6)</sup>	214,334 <sup>(2)</sup>	D	
Common Stock	03/09/2020		S		1,098 <sup>(3)</sup>	D	\$268.0123 <sup>(7)</sup>	213,236 <sup>(2)</sup>	D	
Common Stock	03/09/2020		S		250 <sup>(3)</sup>	D	\$269	212,986 <sup>(2)</sup>	D	
Common Stock	03/09/2020		S		200 <sup>(3)</sup>	D	\$271.46 <sup>(8)</sup>	212,786 <sup>(2)</sup>	D	
Common Stock	03/09/2020		S		2,276 <sup>(3)</sup>	D	\$272.5141 <sup>(9)</sup>	210,510 <sup>(2)</sup>	D	
Common Stock	03/09/2020		S		120 <sup>(3)</sup>	D	\$273.0542 <sup>(10)</sup>	210,390 <sup>(2)</sup>	D	

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:

- Represents a grant of restricted stock units that are exempt from Section 16 b-3 and are subject to vesting in three equal annual installments from the date of grant. Share units represent a contingent right to receive one share of DexCom, Inc. Common Stock.
- Included in this number are 76,187 unvested restricted stock units, 25,453 of which were granted on March 8, 2020 and shall vest through March 8, 2023, 23,886 of which were granted on March 8, 2019 and shall vest through March 8, 2022, and 26,848 of which were granted on March 8, 2018 and shall vest through March 8, 2021.
- On May 15, 2019, Mr. Sayer adopted a 10b5-1 Plan. This 10b5-1 Plan allows the orderly disposition of shares owned by Mr. Sayer. The shares set forth above were sold pursuant to the 10b5-1 Plan.
- This transaction was executed in multiple trades at prices ranging from \$261.00 to \$261.80. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades at prices ranging from \$264.29 to \$264.93. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades at prices ranging from \$266.71 to \$267.66. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades at prices ranging from \$267.99 to \$268.11. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades at prices ranging from \$271.00 to \$271.99. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades at prices ranging from \$272.00 to \$272.99. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- This transaction was executed in multiple trades at prices ranging from \$273.025 to \$273.06. The price above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

By: Jereme Sylvain For:

03/10/2020

Kevin R Sayer

\*\* 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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