YANG RICHARD

Form 3

September 29, 2008

FORM 3

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

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 [*]	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name **and** Ticker or Trading Symbol
Â YANG RICHARD		DEXCOM INC [DXCM]

(Last)   (First)   (Middle)

09/25/2008

4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)

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

(Street)

(Check all applicable)

_____ Director   _____ 10% Owner
__X__ Officer   _____ Other
(give title below)   (specify below)
V.P., Strategic 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

SAN DIEGO,Â CAÂ 92121

(City)   (State)   (Zip)

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)

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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

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(Instr. 5)

Incentive Stock Option (Right to Buy)	Â (1)	10/16/2017	Common Stock	44,353	$ 8.84	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (1)	10/16/2017	Common Stock	5,647	$ 8.84	D	Â
Incentive Stock Option (Right to Buy)	Â (1)	05/19/2018	Common Stock	1,819	$ 7.63	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (1)	05/19/2018	Common Stock	5,681	$ 7.63	D	Â

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other
YANG RICHARD C/O DEXCOM, INC. 6340 SEQUENCE DRIVE SAN DIEGO,Â CAÂ 92121	Â	Â	Â V.P., Strategic Affairs	Â

Signatures

/s/ John Lister as Attorney-In-Fact for Richard Yang	09/29/2008
**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.

Â

Remarks:

CONFIRMINGÂ STATEMENT

ThisÂ StatementÂ confirmsÂ thatÂ theÂ undersigned,Â RichardÂ Yang,Â hasÂ authorizedÂ andÂ designatedÂ JohnÂ Liste

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.