

Murphy Patrick Michael
 Form 4
 March 11, 2019

FORM 4

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

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).

STATEMENT OF CHANGES IN 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 *
 Murphy Patrick Michael

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 6340 SEQUENCE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/08/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP Legal Affairs

SAN DIEGO, CA 92121
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	03/08/2019		S		400 ⁽¹⁾	D	\$ 141.56 28,908 ⁽²⁾ D
Common Stock	03/08/2019		A		11,714 ⁽³⁾	A	\$ 0.001 40,622 ⁽²⁾ D

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Patrick Michael 6340 SEQUENCE DRIVE SAN DIEGO, CA 92121			SVP Legal Affairs	

Signatures

By: Timothy O'Brien For: Patrick M. Murphy
Date: 03/11/2019

__Signature of Reporting Person

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).

(1) On June 15, 2018, Mr. Murphy adopted a 10b5-1 Plan. This 10b5-1 Plan allows the orderly disposition of shares owned by Mr. Murphy. The shares set forth above were sold pursuant to the 10b5-1 Plan.

(2) Included in this number are 26,711 unvested restricted stock units, 11,714 of which were granted on March 8, 2019 and shall vest through March 8, 2022, 11,210 of which were granted on March 8, 2018 and shall vest through March 8, 2021, 3,787 of which were granted on March 8, 2017 and shall vest through March 8, 2020.

(3) Represents a grant of restricted stock units that are exempt from Section 16 b-3 and are subject to vesting over a 36 month period from the date of grant as follows: 1/3 shall vest 12 months from the Grant Date, and the remaining balance shall vest in four equal installments over the following 24 months. Share units represent a contingent right to receive one share of DexCom, Inc. common stock.

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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