

| 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|---|--|
| 1. Name and Address of Reporting Person * KAHN BARBARA (Last) (First) (Middle) 6340 SEQUENCE DRIVE (Street) SAN DIEGO CA 92121 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol DEXCOM INC [DXCM] | 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) 12/12/2019 | |
| 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 | 12/12/2019 | | S | | 2,299 ⁽¹⁾ | D | \$202.2227 ⁽²⁾ | 17,967 ⁽³⁾ | I | by Trust |
| Common Stock | 12/12/2019 | | S | | 1,801 ⁽¹⁾ | D | \$202.9933 ⁽⁴⁾ | 16,166 ⁽³⁾ | I | by Trust |
| Common Stock | 12/12/2019 | | S | | 1,000 ⁽¹⁾ | D | \$204.231 ⁽⁵⁾ | 15,166 ⁽³⁾ | I | by Trust |
| Common Stock | 12/12/2019 | | S | | 1,200 ⁽¹⁾ | D | \$205.6192 ⁽⁶⁾ | 13,966 ⁽³⁾ | I | by Trust |
| Common Stock | 12/12/2019 | | S | | 600 ⁽¹⁾ | D | \$206.525 ⁽⁷⁾ | 13,366 ⁽³⁾ | I | by Trust |
| Common Stock | 12/12/2019 | | S | | 600 ⁽¹⁾ | D | \$207.6717 ⁽⁸⁾ | 12,766 ⁽³⁾ | I | by Trust |
| Common Stock | 12/12/2019 | | S | | 100 ⁽¹⁾ | D | \$208.54 | 12,666 ⁽³⁾ | I | by Trust |
| Common Stock | 12/12/2019 | | S | | 800 ⁽¹⁾ | D | \$210.5655 ⁽⁹⁾ | 11,866 ⁽³⁾ | I | by Trust |
| Common Stock | 12/12/2019 | | S | | 500 ⁽¹⁾ | D | \$211.3859 ⁽¹⁰⁾ | 11,366 ⁽³⁾ | I | by Trust |
| Common Stock | 12/12/2019 | | S | | 100 ⁽¹⁾ | D | \$212.3 | 11,266 ⁽³⁾ | I | by Trust |
| Common Stock | | | | | | | | 2,613 | 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) | | | | | |

Explanation of Responses:

- On September 13, 2019, Ms. Kahn adopted a 10b5-1 Plan. This 10b5-1 Plan allows the orderly disposition of shares owned by Ms. Kahn. The exercise and sale of shares set forth above were pursuant to the 10b5-1 Plan.
- This transaction was executed in multiple trades at prices ranging from \$201.68 to \$202.63. 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.
- Shares are held by the Barbara Kahn TTEE Barbara Kahn Rev TRT DTD 6/26/96 & Robert Meyer TTEE Robert Meyer Rev Trst DTD 6/26/96, with respect to which the reporting person is a trustee.
- This transaction was executed in multiple trades at prices ranging from \$202.71 to \$203.69. 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 \$203.87 to \$204.81. 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 \$205.02 to \$206.00. 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.

7. This transaction was executed in multiple trades at prices ranging from \$206.14 to \$207.12. 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.

8. This transaction was executed in multiple trades at prices ranging from \$207.30 to \$208.19. 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.

9. This transaction was executed in multiple trades at prices ranging from \$209.83 to \$210.81. 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.

10. This transaction was executed in multiple trades at prices ranging from \$211.12 to \$211.90. 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:
Barbara E. Kahn

12/16/2019

** 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.

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 Number.