SKYLER JAY S Form 4 August 15, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

Number: January 31, Expires:

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OMB APPROVAL

3235-0287

2005

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SKYLER JAY S			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)	3. Date of Earliest Transaction	(Check an applicable)			
C/O DEXCOM, INC., 5555 OBERLIN DRIVE		35	(Month/Day/Year) 08/12/2005	X Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
SAN DIEGO,	CA 92121		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

	(City)	(State) (Z	e) (Zip) Tabl		le I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
Sec	Fitle of curity str. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	(osed of	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)				
	ommon ock						91,157	I	By Trust				
	ommon ock						10,000	I	By Spouse's IRA (2)				
	ommon ock						10,000	I	By Trust				
	ommon ock	08/12/2005		P	9,950 A	\$ 10.2	9,950	D (4)					

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	isable and	7. Title	e and	8. Price of	ç
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	te	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration Date	Title	Number		
						Exercisable			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Director 10% Owner Officer Other

SKYLER JAY S C/O DEXCOM, INC. 5555 OBERLIN DRIVE SAN DIEGO, CA 92121

X

Signatures

/s/ Jess Roper as Attorney-in-Fact for Jay S. Skyler, M.D.

08/15/2005

**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) Shares are held by Jay S. Skyler Revocable Trust, with respect to which the reporting person is a Trustee.
- 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.
- (3) Shares are held by Jennifer Skyler Living Trust, with respect to which reporting person is a trustee.
- (4) Shares are held by Jay S. Skyler and Mercedes Armas Bach, Joint Tenants.

Remarks:

Reporting Owners 2

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This Statement confirms that the undersigned, Jay S. Skyler, has authorized and designated Nooshin Hussainy and Jess Roper 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.