

DEXCOM INC
Form 4
April 21, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Lucas Donald A

(Last) (First) (Middle)

C/O RWI GROUP, 835 PAGE MILL ROAD

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/19/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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	04/19/2005		C		76,401	A	Ⓛ	76,401	I	By Pronghorn Ventures IV, LLC ⁽⁴⁾
Common Stock	04/19/2005		C		121,646	A	Ⓛ	121,646	I	By RWI Group III, L.P. ⁽²⁾
Common Stock	04/19/2005		C		973,182	A	Ⓛ	973,182	I	By RWI Group IV, L.P. ⁽²⁾
Common								6,500	D	

Stock

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

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.

SEC 1474
(9-02)

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C Preferred Stock	(1)	04/19/2005		C		130,434	(1)	(3)	Common Stock	65,217 (1)
Series D Preferred Stock	(1)	04/19/2005		C		22,368	(1)	(3)	Common Stock	11,184 (1)
Series C Preferred Stock	(1)	04/19/2005		C		217,391	(1)	(3)	Common Stock	108,695 (1)
Series D Preferred Stock	(1)	04/19/2005		C		25,903	(1)	(3)	Common Stock	12,951 (1)
Series C Preferred Stock	(1)	04/19/2005		C		1,739,130	(1)	(3)	Common Stock	869,565 (1)
Series D Preferred Stock	(1)	04/19/2005		C		207,234	(1)	(3)	Common Stock	103,617 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lucas Donald A	X			

C/O RWI GROUP
835 PAGE MILL ROAD
PALO ALTO, CA 94304

Signatures

Donald A.
Lucas

04/19/2005

**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) Each share converted automatically into 0.5 shares of the Issuers Common Stock upon the closing of the Issuers initial public offering of Common Stock pursuant to an effective registration statement filed with the U.S. Securities and Exchange Commission.

The Reporting Person is a founding managing director of RWI Group (RWI). As a founding managing director, the reporting person
 - (2) shares voting and investment power of the shares held by RWI Group III, L.P. and RWI Group IV, L.P. which are affiliated with RWI.

The reporting person disclaims beneficial ownership of these shares except to his pecuniary interest therein.
 - (3) Not Applicable
 - (4) The Reporting Person is a Managing Member and disclaims beneficial ownership of these shares except to his pecuniary interest therein.

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.