

DEXCOM INC
Form 4
April 21, 2005

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 *
LUCAS DONALD L

(Last) (First) (Middle)

SAND HILL FINANCIAL COMPANY, 3000 SANDHILL ROAD, BUILDING 3-210

(Street)

MENLO PARK, CA 94025

(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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	04/19/2005		C	95,662	A	①	95,662	I	By the Donald L. Lucas Profit Sharing Trust (2)
Common Stock	04/19/2005		C	143,494	A	①	143,494	I	By the Donald L. Lucas & Lygia S. Lucas

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Common Stock	04/19/2005		C	116,114	A	<u>(1)</u>	116,114	I	Trust U/T/D 12/3/84 ⁽³⁾ By Sand Hill Financial <u>(4)</u>
Common Stock							87,500	D	

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series C Preferred Stock	<u>(1)</u>	04/19/2005		C	173,913	<u>(1)</u> <u>(5)</u>	Common Stock 86,956 <u>(1)</u>
Series D Preferred Stock	<u>(1)</u>	04/19/2005		C	17,413	<u>(1)</u> <u>(5)</u>	Common Stock 8,706 <u>(1)</u>
Series C Preferred Stock	<u>(1)</u>	04/19/2005		C	260,870	<u>(1)</u> <u>(5)</u>	Common Stock 130,435 <u>(1)</u>

Series D Preferred Stock	(1)	04/19/2005	C	26,119	(1)	(5)	Common Stock	13,059 (1)
Series C Preferred Stock	(1)	04/19/2005	C	217,391	(1)	(5)	Common Stock	108,695 (1)
Series D Preferred Stock	(1)	04/19/2005	C	14,898	(1)	(5)	Common Stock	7,449 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUCAS DONALD L SAND HILL FINANCIAL COMPANY 3000 SANDHILL ROAD, BUILDING 3-210 MENLO PARK, CA 94025	X			

Signatures

Donald L. Lucas 04/19/2005
 **Signature of Date
 Reporting Person

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.
- (2) Shares are held by Donald L. Lucas Profit Sharing Trust, with respect to which the reporting person is a trustee.
- (3) Shares are held by Donald L. Lucas, TTEE, Donald L. Lucas & Lygia S. Lucas Trust, dated 12/03/84, with respect to which the reporting person is a trustee.
- (4) Mr. Lucas is a general partner of Sand Hill Financial Corporation ("Sand Hill") and disclaims beneficial ownership of shares held by Sand Hill except to his pecuniary interest therein.
- (5) Not Applicable

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.