

Lucas Donald A
Form 4
December 13, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lucas Donald A

(Last) (First) (Middle)

835 PAGE MILL RD.

(Street)

PALO ALTO, CA 94303

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/26/2005

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 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	09/26/2005		J	V 89 D (3) 11.25	\$ 29,257	D	
Common Stock	09/26/2005		J	V 91 D (3) 11.02	\$ 29,166	D	
Common Stock	09/26/2005		J	V 97 D (3) 10.39	\$ 29,069	D	
Common Stock	09/26/2005		J	V 98 D (3) 10.25	\$ 28,971	D	
Common Stock	11/17/2005		J	V 369 D (3) 12.28	\$ 28,602	D	
	11/17/2005		J	V 80	28,522	D	

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Common Stock					D (3)	\$ 12.61				
Common Stock	11/17/2005		J	V	732	D (3)	\$ 13.68	27,790	D	
Common Stock								1,556	I	By RWI Group Service Co. LLC (1)
Common Stock								121,646	I	By RWI Group III, L.P. (2)
Common Stock	12/13/2005		J	V	7,500	D	\$ 14.05	965,682	I	By RWI Ventures I, L.P. (2)

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lucas Donald A 835 PAGE MILL RD. PALO ALTO, CA 94303	X			

Reporting Owners

Signatures

/s/ Donald A.
Lucas

12/13/2005

__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) The Reporting Person is a Managing Member and disclaims beneficial ownership of these shares except to his pecuniary interest therein.
The Reporting Person is a Managing Director of RWI Ventures (RWI). As a Managing Director, the Reporting Person shares voting and investment power of the shares held by RWI Group III, L.P. and RWI Ventures I, L.P. which are affiliated with RWI. The Reporting Person disclaims beneficial ownership of these shares except to his pecuniary interest therein.
- (2) These securities were transferred from the Reporting Person to RWI Group Services Company, LLC. without consideration. The Reporting Person is a Managing Member of RWI Group Services Company, LLC. and disclaims beneficial ownership of these shares except to his pecuniary interest therein.
- (3) Reporting Person is a Managing Member of RWI Group Services Company, LLC. 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.

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