

DEXCOM INC
Form 4
January 06, 2006

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

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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)
5555 OBERLIN DRIVE
(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2006

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)
Common Stock.	01/04/2006		M	62,500 A	\$ 0.5 284,386	I	by Trust ⁽¹⁾
Common Stock.	01/04/2006		M	12,500 A	\$ 0.5 296,886	I	by Trust ⁽¹⁾
Common Stock					95,663	I	by Trust ⁽²⁾
Common Stock..					7,449	I	by Corporation ⁽³⁾

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

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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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 0.5	01/04/2006		M	62,500	10/21/2003 ⁽⁴⁾ 01/30/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 0.5	01/04/2006		M	12,500	04/04/2004 ⁽⁶⁾ 03/11/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUCAS DONALD L 5555 OBERLIN DRIVE SAN DIEGO, CA 92121		X		

Signatures

By: Jess Roper For: Donald L. Lucas
Date: 01/06/2006

__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 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.
- (2) Shares are held by Donald L. Lucas Profit Sharing Trust, with respect to which the reporting person is a trustee.
- (3) 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.

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- (4) The option vests in pro rata monthly installments through October 21, 2006 and is exercisable following date of grant.
- (5) Not applicable
- (6) The option vests over a period of four years in equal monthly installments beginning the month following the vesting commencement date of March 4, 2004 and is exercisable following date of grant.

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.