

DEXCOM INC
Form 4
April 25, 2007

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 L

(Last) (First) (Middle)

C/O DEXCOM, INC., 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)
03/02/2006

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/02/2006		A		5,960	A	\$ 18.92	85,611 ⁽¹⁾	I	By Trust ⁽²⁾
Common Stock	03/02/2006		A		5,098	A	\$ 18.92	283,717 ⁽³⁾	I	By Trust ⁽⁴⁾
Common Stock	03/21/2006		D		7,449	D	\$ 18.49	0 ⁽⁵⁾	I	By Corporation ⁽⁶⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				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 L C/O DEXCOM, INC. 5555 OBERLIN DRIVE SAN DIEGO, CA 92121	X

Signatures

/s/ Jess Roper as Attorney-in-Fact for Donald L.
Lucas

04/25/2007

__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) Reflects total holdings as of April 24, 2007. The total holdings as of the March 2, 2006 transaction date was 101,623 shares.

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

(3) Reflects total holdings as of April 24, 2007. The total holdings as of the March 2, 2006 transaction date was 301,984 shares.

(4) 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.

(5) Reflects total holdings as of April 24, 2007. The total holdings as of the March 21, 2006 transaction date was also zero.

(6) 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.

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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