

Lucas Donald A  
Form 4  
August 29, 2006

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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
2440 SAN HILL RD., SUITE 100  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/28/2006

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

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

MENLO PARK, CA 94025

(City) (State) (Zip)

**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	08/28/2006		D	V	80	D	\$ 22.04	408	I	RWI Ventures Service Co. L.L.C. <u>(1)</u>
Common Stock	08/28/2006		D	V	45	D	\$ 22.3	363	I	RWI Ventures Service Co. L.L.C. <u>(1)</u>
Common Stock	08/28/2006		D	V	363	D	\$ 13.79	0	I	RWI Ventures

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Common Stock	08/28/2008	A	V	80	A	\$ 22.04	793,570	I	Service Co. L.L.C. <sup>(1)</sup>
Common Stock	08/28/2006	A	V	45	A	\$ 22.3	793,615	I	RWI Ventures I, L.P. <sup>(1)</sup>
Common Stock	08/28/2006	A	V	363	A	\$ 13.79	793,978	I	RWI Ventures I, L.P. <sup>(1)</sup>
Common Stock							60,823	I	RWI Group III, L.P. <sup>(2)</sup>
Common Stock							17,977	D	

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 Amount of Underlying Securities (Instr. 3 and 4)		8. Price or Value of Derivative Security (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12							<u>(3)</u>	04/15/2015	Common Stock	25,000
Stock Option (Right to	\$ 20.38							<u>(4)</u>	04/13/2016	Common Stock	10,000

Buy)

Stock

Option  
(Right to Buy) \$ 21.81(4)

06/15/2016

Common  
Stock

10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lucas Donald A 2440 SAN HILL RD. SUITE 100 MENLO PARK, CA 94025	X			

## Signatures

/s/ Donald A.  
Lucas 08/28/2006

\_\_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) These securities were transferred from RWI Ventures Service Co., LLC to RWI Ventures I, L.P. without consideration. The reporting person is a managing member of RWI Ventures I, L.P. and disclaims beneficial ownership of these shares except to his pecuniary interest therein.

(2) 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.

(3) The option vests and becomes exercisable with respect to 1/3rd of the shares one year after the date of grant and thereafter continues to vest and become exercisable as to 1/36th of the remaining shares each month thereafter (with the shares being fully vested on the 3rd anniversary of the date of grant).

(4) The option vests and becomes exercisable as to 1/36th each month beginning one month following the date of grant and becomes fully vested on the third anniversary of the 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.

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