

DEXCOM INC
Form 4
April 21, 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 *

ST PAUL TRAVELERS
COMPANIES INC

(Last) (First) (Middle)

385 WASHINGTON STREET,

(Street)

ST. PAUL, MN 55102

(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 ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
____X____ 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	04/19/2005		C	1,094,062	A 1 1,094,062	I	see footnote (2)
Common Stock	04/19/2005		C	538,955	A 1 1,633,017	I	see footnote (2)
Common Stock	04/19/2005		C	30,937	A 1 30,937	I	see footnote (3)
Common Stock	04/19/2005		C	375,000	A 1 375,000	I	see footnote (4)

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Common Stock	04/19/2005	C	868,055	A	<u>(1)</u>	868,055	I	see footnote (5)
Common Stock	04/19/2005	C	210,869	A	<u>(1)</u>	1,078,924	I	see footnote (5)
Common Stock	04/19/2005	C	61,276	A	<u>(1)</u>	1,140,200	I	see footnote (5)
Common Stock	04/19/2005	C	469,003	A	<u>(1)</u>	469,003	I	see footnote (6)
Common Stock	04/19/2005	C	434,782	A	<u>(1)</u>	434,782	I	see footnote (7)
Common Stock	04/19/2005	C	384,967	A	<u>(1)</u>	819,749	I	see footnote (7)
Common Stock	04/19/2005	C	217,391	A	<u>(1)</u>	217,391	I	see footnote (8)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A Convertible Preferred Stock	<u>(1)</u>	04/19/2005		C	1,094,062	<u>(1)</u> <u>(1)</u>	Common Stock 1,094,
Series A Convertible Preferred	<u>(1)</u>	04/19/2005		C	30,937	<u>(1)</u> <u>(1)</u>	Common Stock 30,9

Stock

Series A
Convertible
Preferred
Stock

(1)

04/19/2005

C

375,000

(1)(1)

Common
Stock

375,0

Series B
Convertible
Preferred
Stock

(1)

04/19/2005

C

538,955

(1)(1)

Common
Stock

538,9

Series B
Convertible
Preferred
Stock

(1)

04/19/2005

C

868,055

(1)(1)

Common
Stock

868,0

Series B
Convertible
Preferred
Stock

(1)

04/19/2005

C

469,003

(1)(1)

Common
Stock

469,0

Series C
Convertible
Preferred
Stock

(1)

04/19/2005

C

434,782

(1)(1)

Common
Stock

434,7

Series C
Convertible
Preferred
Stock

(1)

04/19/2005

C

210,869

(1)(1)

Common
Stock

210,8

Series C
Convertible
Preferred
Stock

(1)

04/19/2005

C

217,391

(1)(1)

Common
Stock

217,3

Series D
Convertible
Preferred
Stock

(1)

04/19/2005

C

384,967

(1)(1)

Common
Stock

384,9

Series D
Convertible
Preferred
Stock

(1)

04/19/2005

C

61,276

(1)(1)

Common
Stock

61,2

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ST PAUL TRAVELERS COMPANIES INC
385 WASHINGTON STREET

X

ST. PAUL, MN 55102

ST PAUL FIRE & MARINE INSURANCE CO
385 WASHINGTON STREET
ST. PAUL, MN 55102

X

Split Rock Partners LLC
10400 VIKING DR
SUITE 550
MINNEAPOLIS, MN 55344

X

ST PAUL VENTURE CAPITAL V LLC
10400 VIKING DR
STE 550
EDEN PRAIRIE, MN 55344

X

ST PAUL VENTURE CAPITAL VI LLC
10400 VIKING DR
STE 550
EDEN PRAIRIE, MN 55344

X

Signatures

/s/ Bruce A. Backberg, Senior Vice President, The St. Paul Travelers Companies,
Inc.

04/21/2005

____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) See Exhibit 99.2 for footnote disclosure.
- (2) See Exhibit 99.2 for footnote disclosure.
- (3) See Exhibit 99.2 for footnote disclosure.
- (4) See Exhibit 99.2 for footnote disclosure.
- (5) See Exhibit 99.2 for footnote disclosure.
- (6) See Exhibit 99.2 for footnote disclosure.
- (7) See Exhibit 99.2 for footnote disclosure.
- (8) See Exhibit 99.2 for footnote disclosure.

Remarks:

See Exhibit 99.1 for joint filer information.
See Exhibit 99.2 for footnote disclosures.

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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