

DEXCOM INC
Form 4
April 21, 2005

FORM 4

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

OMB APPROVAL

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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 *
Ahrens Brenton Karl

(Last) (First) (Middle)

CANAAN PARTNERS, 2765
SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(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 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	04/19/2005		C		1,733,941	A	<u>(D)</u> 1,733,941	I	See Footnote (3)
Common Stock	04/19/2005		C		1,079,075	A	<u>(D)</u> 1,079,075	I	See Footnote (3)
Common Stock	04/19/2005		C		280,619	A	<u>(D)</u> 280,619	I	See Footnote (3)

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series B Preferred Stock	(1)	04/19/2005		C	V	(A) 3,467,833	(D)	(1)	(2)	Common Stock	1,733,94 (1)
Series C Preferred Stock	(1)	04/19/2005		C	V	(A) 2,158,152	(D)	(1)	(2)	Common Stock	1,079,07 (1)
Series D Preferred Stock	(1)	04/19/2005		C	V	(A) 561,240	(D)	(1)	(2)	Common Stock	280,619 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ahrens Brenton Karl CANAAAN PARTNERS 2765 SAND HILL ROAD MENLO PARK, CA 94025	X	X		

Signatures

John D. Lambrech as Attorney
in Fact

04/19/2005

__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).

Each share of the Series B, Series C and Series D Redeemable Convertible Preferred Stock converted automatically into 0.5 shares of

(1) Common Stock upon the closing of the Issuers initial public offering of Common Stock pursuant to an effective registration statement filed with the U.S. Securities and Exchange Commission.

(2) Not Applicable

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The reporting person represents Canaan Equity Partners II LLC, which is the general partner of Canaan Equity II L.P., Canaan Equity II (3) L.P. (QP) and the Manager of Canaan Equity II Entrepreneurs LLC. The reporting person 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. 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.