

Lucas Donald A
 Form 4
 December 13, 2005

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

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

(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)
 835 PAGE MILL RD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/26/2005

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

PALO ALTO, CA 94303

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

(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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	09/26/2005		J	V	89	D (3)	\$ 11.25	29,257	D	
Common Stock	09/26/2005		J	V	91	D (3)	\$ 11.02	29,166	D	
Common Stock	09/26/2005		J	V	97	D (3)	\$ 10.39	29,069	D	
Common Stock	09/26/2005		J	V	98	D (3)	\$ 10.25	28,971	D	
Common Stock	11/17/2005		J	V	369	D (3)	\$ 12.28	28,602	D	
	11/17/2005		J	V	80			28,522	D	

Edgar Filing: Lucas Donald A - Form 4

Common Stock					D	\$							
					(3)	12.61							
Common Stock	11/17/2005		J V 732		D	\$	27,790		D				
					(3)	13.68							
Common Stock							1,556		I				By RWI Group Service Co. LLC (1)
Common Stock							121,646		I				By RWI Group III, L.P. (2)
Common Stock	12/13/2005		J V 7,500		D	\$	965,682		I				By RWI Ventures I, L.P. (2)
						14.05							

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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 A 835 PAGE MILL RD. PALO ALTO, CA 94303	X			

Signatures

/s/ Donald A.
Lucas

12/13/2005

__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) The Reporting Person is a Managing Member and disclaims beneficial ownership of these shares except to his pecuniary interest therein.

The Reporting Person is a Managing Director of RWI Ventures (RWI). As a Managing Director, the Reporting Person shares voting and

(2) 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.

These securities were transferred from the Reporting Person to RWI Group Services Company, LLC. without consideration. The

(3) Reporting Person is a Managing Member of RWI Group Services Company, LLC. and 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.