

DEXCOM INC
Form 4
August 18, 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 L

(Last) (First) (Middle)

SAND HILL FINANCIAL
COMPANY, 3000 SAND HILL
ROAD, BUILDING 3-210

(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)
04/20/2005

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 | | 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 | (D) | | | |
| Common Stock | 04/20/2005 | | G | V | 14,000 | D | 6 73,500 | D | |
| Common Stock | 04/20/2005 | | G | V | 73,500 | D | 6 0 | D | |
| Common Stock | 04/20/2005 | | G | V | 73,500 | A | 6 216,994 | I | By the Donald L. Lucas and Lygia S. Lucas Trust U/T/D |

| | | | | | | | | |
|--------|--|--|--|--|------------------------|---|--|------------------------|
| | | | | | | | | 12/3/84 ⁽²⁾ |
| | | | | | | | | By the |
| | | | | | | | | Donald L. |
| Common | | | | | | | | Lucas |
| Stock | | | | | 95,663 ⁽⁴⁾ | I | | Profit |
| | | | | | | | | Sharing |
| | | | | | | | | Trust ⁽¹⁾ |
| | | | | | | | | By Sand |
| | | | | | | | | Hill |
| Common | | | | | 116,144 ⁽⁵⁾ | I | | Financial |
| Stock | | | | | | | | ⁽³⁾ |

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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LUCAS DONALD L
SAND HILL FINANCIAL COMPANY
3000 SAND HILL ROAD, BUILDING 3-210
MENLO PARK, CA 94025

X

Signatures

/s/ Donald L.
Lucas

08/18/2005

__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) Shares are held by Donald L. Lucas Profit Sharing Trust, with respect to which the reporting person is a trustee.
- (2) 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.
- (3) 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.
- (4) Beneficial holdings increased by 1 share from 95,662 shares to 95,663 shares as a result of rounding inaccuracy due to 2-for-1 reverse stock split upon the closing of the Issuer's initial public offering.
- (5) Beneficial holdings changed from 116,114 shares to 116,144 shares due to typographical error in prior Form 4 report filed on 4/21/05.
- (6) Not applicable.

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.